

APPROVED  
by the decision of the Board of Directors  
of PJSC ROSSETI  
of October 10, 2016  
(Minutes No. 243)

REGULATIONS FOR THE NOMINATION AND REMUNERATION  
COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF PUBLIC JOINT STOCK COMPANY  
ROSSETI  
(restated version)

Moscow  
2016

## Contents

<b>Principal Terms, Definitions, and Abbreviations</b> .....	3
<b>1. General</b> .....	3
<b>2. Goal and Principal Objectives of the Committee</b> .....	3
<b>3. Functions of the Committee</b> .....	4
<b>4. Rights of the Committee</b> .....	5
<b>5. Duties of the Committee</b> .....	5
<b>6. Support for the Committee’s Activities</b> .....	6
<b>7. Members and Operating Procedure of the Committee</b> .....	6
<b>8. Rights and Duties of the Members of the Committee</b> .....	7
<b>9. Chairman of the Committee</b> .....	7
<b>10. Secretary of the Committee</b> .....	8
<b>11. Meetings of the Committee</b> .....	9
<b>12. Procedure for Holding Meetings of the Committee</b> .....	12
<b>13. Interaction with Management Bodies and Divisions of the Company, Other Organizations and Persons</b> .....	14
<b>14. Confidentiality</b> .....	15
<b>15. Performance Reports of the Committee</b> .....	15
<b>16. Final Provisions</b> .....	15

## **Principal Terms, Definitions, and Abbreviations**

Company	PJSC ROSSETI
SDCs	Subsidiaries and dependent companies of PJSC ROSSETI
Regulations	Regulations for the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Committee	Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Chairman of the Committee	Chairman of the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Deputy Chairman of the Committee	Deputy Chairman of the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Secretary of the Committee	Secretary of the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Member of the Committee	Member of the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Expert of the Committee	Expert of the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI
Minutes of the meeting of the Committee	Minutes of the meeting of the Nomination and Remuneration Committee of the Board of Directors of PJSC ROSSETI

### **1. General**

1.1. The Committee is an advisory and deliberative body and shall be established pursuant to the decision adopted by the Board of Directors of the Company, and its activities shall be governed by the applicable laws of the Russian Federation, the Articles of Association of the Company, these Regulations, and internal documents of the Company. The Committee shall not be a management and control body of the Company.

1.2. These Regulations shall be the principal document setting out the legal status, goal and principal objectives, rights and duties, and composition of the Committee.

### **2. Goal and Principal Objectives of the Committee**

2.1. The goal of the Committee shall be to preliminarily review and formulate proposals for the Board of Directors of the Company regarding the issues falling within its competence under the Federal Law “On Joint-Stock Companies” and the Articles of Association of the Company.

## 2.2. Objectives of the Committee:

1) Formulate and supervise the implementation of the Company's policy on remuneration payable to the members of the Board of Directors, the executive bodies of the Company (including formulating the terms and conditions of the early termination of employment contracts with the members of the Management Board and the Director General of the Company), formulate recommendations with respect to determining the amount of remuneration and bonuses payable to the Corporate Secretary of the Company;

2) Conduct the performance evaluation of the members of the Management Board and the Director General of the Company for the year in accordance with the Remuneration Policy of the Company and conduct the performance evaluation of the Board of Directors and the members of the Board of Directors of the Company;

3) Plan appointments for positions within the Company (including the executive bodies of the Company), formulate recommendations provided to the Board of Directors of the Company with respect to nominees for the Corporate Secretary, the members of the Management Board, and the Director General of the Company and recommendations provided to the shareholders with respect to voting on election to the Board of Directors of the Company.

## 3. Functions of the Committee

### Functions of the Committee:

3.1. Define selection criteria for nominees for the Board of Directors (analyze the professional qualifications of nominees, formulate recommendations and provide them to the shareholders with respect to voting on election to the Board of Directors of the Company), the Management Board, and the Director General of the Company and preliminarily evaluate such nominees, including evaluating the independence of nominees for the Board of Directors;

3.2. Evaluate the activities of the members of the Board of Directors of the Company, the Director General of the Company (the management organization or the manager), and the members of the Management Board on a regular basis and prepare the relevant proposals and recommendations for the shareholders and the Board of Directors, including recommendations regarding their possible reelection;

3.3. Prepare proposals and recommendations to submit to the General Meeting of Shareholders of the Company an issue related to the transfer of the powers of the Company's sole executive body to the management organization (manager) and the termination of the powers of the management organization (manager);

3.4. Prepare proposals to define the material terms and conditions of contracts (including with respect to the term of the powers and the amount of remuneration and compensation) to be entered into with the members of the Board of Directors, the members of the Management Board, and the Director General of the Company and the management organization (manager) and amend such contracts;

3.5. Formulate proposals to suspend the powers of the management organization (manager);

3.6. Formulate proposals and recommendations for establishing the personnel reserve of the Company and SDCs;

3.7. Formulate and periodically revise the Company's policy on remuneration payable to the members of the Board of Directors, the members of the collegial

executive body (Management Board), and the sole executive body (Director General) of the Company, and supervise its introduction and implementation;

3.8. Preliminarily evaluate the activities of the collegial executive body (Management Board) and the sole executive body (Director General) of the Company for the year in accordance with the Remuneration Policy of the Company;

3.9. Formulate the terms and conditions of the early termination of employment contracts with the members of the collegial executive body (Management Board) and the sole executive body (Director General) of the Company, including all financial obligations of the Company and their terms and conditions;

3.10. Formulate recommendations for the Board of Directors with respect to determining the amount of remuneration and the principles of bonuses payable to the Corporate Secretary of the Company;

3.11. Annually carry out detailed formalized procedures for the self-assessment or external evaluation of the performance of the Board of Directors of the Company and the committees of the Board of Directors of the Company and define the priority areas for strengthening the composition of the Board of Directors of the Company;

3.12. Interact with the shareholders, which shall not be limited to the largest shareholders, in order to formulate recommendations for election to the Board of Directors of the Company;

3.13. Plan appointments for positions, including with a view to ensuring the continuity of operations, in relation to the members of the collegial executive body (Management Board) and the sole executive body (Director General) of the Company and formulate recommendations provided to the Board of Directors of the Company with respect to nominees for the Corporate Secretary, the members of the collegial executive body (Management Board) and the sole executive body (Director General) of the Company, and other key executives;

3.14. Deal with other issues associated with the foregoing and the issues delegated by the Board of Directors of the Company.

#### **4. Rights of the Committee**

4.1. For the performance of its functions, the Committee may:

1) Conduct inquiries into the issues falling within its competence, including receiving information and documents from officers of the Company through the Director General of the Company;

2) Where necessary, invite members of the Board of Directors of the Company, the Director General of the Company, the heads of business units of the Company, experts, and other persons to attend the Committee's in-person meetings;

3) Engage third-party organizations to provide professional services or engage (on a contractual basis) individuals to act as experts (advisers) with special knowledge in connection with issues falling within the competence of the Committee. The Committee may engage the Company's employees to act as experts (advisers).

4.2. The Committee shall have other rights specified in these Regulations.

#### **5. Duties of the Committee**

5.1. The Committee shall have the following duties:

- 1) perform in good faith its functions and operate in accordance with these Regulations, the requirements set forth in the laws of the Russian Federation, the Articles of Association of the Company, and regulatory documents of the Company;
- 2) provide the Company's Board of Directors with economically effective and legally feasible recommendations (opinions) on issues falling within the competence of the Committee;
- 3) promptly inform the Company's Board of Directors of any risks run by the Company when such risks become known to the Committee in the course of its work;
- 4) meet the confidentiality requirements and not to disclose any information on the Company that constitutes its commercial secrets and/or proprietary information.

## **6. Support for the Committee's Activities**

6.1. Remuneration and compensation for serving on the Committee shall be paid to the members of the Committee in accordance with the Regulations for Remuneration and Compensation for Members of the Board of Directors of PJSC ROSSETI approved by the decision adopted by the General Meeting of Shareholders of the Company.

6.2. As requested by the Chairman of the Committee, the Director General of the Company shall provide a room for meetings and sessions of the Committee, shall provide the persons listed in such request with unhampered access thereto, and shall take other measures to hold meetings and/or sessions of the Committee.

## **7. Members and Operating Procedure of the Committee**

7.1. The number of members of the Committee shall be defined by the decision of the Board of Directors of the Company and may not be less than three (3) persons.

7.2. The members of the Committee shall be elected by the Board of Directors of the Company from among the nominees proposed by members of the Board of Directors of the Company by a majority of votes of the attending members of the Board of Directors of the Company voting for each nominee.

7.3. Only individuals may be members of the Committee.

7.4. The Nomination and Remuneration Committee shall be composed only of independent directors, or, if this is not possible for objective reasons, the majority of the members of the Committee shall be independent directors and the other members of the Committee may be members of the Board of Directors who are not the sole executive body and/or members of the collegial executive body of the Company.

The independence of members of the Board of Directors of the Company (including the criteria of affiliation and their significance) shall be determined in accordance with the criteria for determining the independence of members of the Board of Directors as provided for in the Listing Rules of the stock exchange in effect as of the time of determining the independence of members.

7.5. Members of the Board of Directors of the Company shall submit to the Chairman of the Board of Directors of the Company their proposals for nominees for election to the Committee in writing at least ten (10) days prior to the date of the meeting of the Board of Directors (the deadline date for receipt of completed ballots in the case of voting in absentia) with the agenda containing the issue of electing the Committee's members.

7.6. For the purposes for proposing nominees for the Committee, any proposal for a nominee for the Committee shall be accompanied by the nominee's written consent and shall contain the following nominee information:

- full name of the nominee;
- education of the nominee;
- place of employment and position of the nominee as of the time of the proposal.

Any proposal for a nominee for the Committee shall be signed by the proposing member of the Board of Directors of the Company.

7.7. The members of the Committee shall be elected for the term until the election of new members of the Committee.

7.8. The powers of any member of the Committee may be terminated earlier by the decision of the Board of Directors of the Company.

7.9. The Chairman and members of the Committee may abandon their powers upon notice to the Chairman of the Board of Directors of the Company and the Chairman of the Committee.

7.10. If the number of members of the Committee becomes lower than required by these Regulations for a quorum of the meetings of the Committee, the Chairman of the Committee shall submit to the Chairman of the Board of Directors of the Company proposals to convene an extraordinary meeting of the Board of Directors, its agenda containing the election of members of the Committee.

## **8. Rights and Duties of the Members of the Committee**

8.1. Within the competence of the Committee, the members of the Committee may:

- 1) acquaint themselves with any such document and information from the Director General of the Company as necessary to decide on the issues falling within the competence of the Committee. Requests to provide the necessary information shall be in writing and shall be signed by the Chairman of the Committee;
- 2) put forward written proposals to formulate the action plan for the Committee;
- 3) include issues on the agenda of the meeting of the Committee in accordance with the procedure specified in these Regulations;
- 4) request that the meeting of the Committee be convened;
- 5) exercise other rights provided for in these Regulations.

8.2. The members of the Committee shall acquaint themselves with materials for the meeting of the Committee and develop their own position related to each issue on the agenda of the meeting.

8.3. The members of the Committee shall exercise their rights and perform their duties in relation to the Company in good faith and to the benefit of the Company.

## **9. Chairman of the Committee**

9.1. The Chairman of the Committee shall govern and organize the activities of the Committee.

9.2. The Chairman of the Committee shall be elected by the Board of Directors of the Company by a majority of votes of the members of the Board of Directors participating in the meeting of the Board of Directors of the Company.

9.3. The Board of Directors of the Company may at any time elect to change the Chairman of the Committee.

9.4. In the absence of the Chairman of the Committee, his/her duties shall be performed by the Deputy Chairman of the Committee. The Deputy Chairman of the Committee shall be elected by the members of the Committee from among them by a majority of votes of the total number of elected members of the Committee.

9.5. The Chairman of the Committee shall:

- 1) convene and preside at the meetings of the Committee;
- 2) determine the form and approve the agenda of the meetings of the Committee;
- 3) define the list of the persons invited to participate in the in-person meeting of the Committee. Employees of the Company shall be invited to participate in the in-person meeting of the Committee (to consider specific issues on the agenda) by sending the relevant letter to the Director General of the Company;
- 4) arrange for the minutes of meetings of the Committee to be kept and signs such minutes;
- 5) represent the Committee when interacting with the Board of Directors of the Company, other committees of the Board of Directors of the Company, the Director General of the Company, the Auditor, the Internal Audit Commission of the Company, and other bodies and officers;
- 6) conduct official correspondence of the Committee and sign requests, letters, and documents on behalf of the Committee;
- 7) proposes nominees for the Deputy Chairman of the Committee and the Secretary of the Committee;
- 8) allocate duties among the members of the Committee;
- 9) draft the action plan of the Committee and submit the said plan to the Committee for approval, supervise the implementation of the action plans of the Committee;
- 10) ensure that the activities of the Committee comply with the requirements set forth in the applicable laws of the Russian Federation, the Articles of Association of the Company, these Regulations, and internal documents of the Company;
- 11) perform other functions provided for in the applicable laws, the Articles of Association, these Regulations, and internal documents of the Company.

## **10. Secretary of the Committee**

10.1. The Secretary of the Committee shall provide organizational, information, and document support for the activities of the Committee both in connection with preparations for and the holding of the Committee's meetings and between its meetings, including as follows:

- 1) notify all members of the Committee of the coming regular and extraordinary meetings as instructed by the Chairman of the Committee;
- 2) send the relevant documents and materials necessary for holding the meeting of the Committee to the members of the Committee in advance;



3) registers the correspondence (including inquiries, requests, and applications) addressed to the Committee and/or members of the Committee and organize the preparation of the relevant responses and explanations; forward the correspondence received for the members of the Committee to such members of the Committee and, if necessary, provide assistance to members of the Committee in the preparation of responses to letters, inquiries, applications, etc.;

4) organize the audio recording of speeches (taking of the minutes or shorthand notes) at the meetings of the Committee;

5) provide technical and organizational assistance to the members of the Committee responsible for the preparation of the relevant issue at the meeting of the Committee;

6) ensure the printing, duplication, translation, and sending of any document, material, including the editing of any draft document and material of the Committee, to the relevant persons;

7) send invitations to attend the meetings of the Committee;

8) ensure preparations for the in-person meetings of the Committee (preparing the rooms and materials, providing unhampered access to the relevant rooms for members of the Committee and invitees, providing new materials, etc.);

9) ensure the preparation and sending of voting ballots to the members of the Committee in the case of absentee meetings and the collection and processing of such ballots;

10) organize voting at the meeting of the Committee;

11) provide organizational and technical support for keeping the minutes of the meeting of the Committee within three (3) business days after the meeting;

12) organize interaction with the relevant division of the Company for archiving and storing all documents and materials related to the activities of the Committee;

13) carry out the relevant instructions issued by the Chairman of the Committee within the competence of the Chairman of the Committee;

14) exercise other powers in accordance with these Regulations.

10.2. The Secretary of the Committee shall be nominated by the Chairman of the Committee and elected by a majority of votes of the total number of the attending members of the Committee. The nominee for the Secretary of the Committee shall receive prior approval from the Director General of the Company. The Secretary of the Committee shall be an employee of the Company, shall not be a member of the Committee, and shall act in accordance with these Regulations.

## **11. Meetings of the Committee**

11.1. The meetings of the Committee shall be convened by the Chairman of the Committee in accordance with the approved action plan (regular meetings) and in other cases provided herein (extraordinary meetings).

11.2. The action plan of the Committee shall be formulated by the Chairman of the Committee subject to the approved action plan of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors of the Company and members of the Committee and decisions of the Board of Directors of the Company.

11.3. The action plan shall be approved at the meeting of the Committee following the meeting of the Board of Directors of the Company at which the action plan of the Board of Directors of the Company is approved.

11.4. When convening the meeting of the Committee, the Chairman of the Committee shall specify the date, time, place, and form of the meeting, the agenda, and the list of the persons to be invited to participate in the in-person meeting of the Committee.

11.5. The agenda of the regular meeting shall be formulated by the Chairman of the Committee in accordance with the approved action plan of the Committee, proposals of the members of the Committee, decisions of the Board of Directors of the Company, proposals of the Chairman of the Board of Directors of the Company, and proposals of the Company.

11.6. The Chairman of the Committee may include the proposals received before or during the meeting on the agenda of the regular meeting or convene the extraordinary meeting of the Committee.

11.7. The extraordinary meeting of the Committee shall be held:

- in accordance with the notice received from the Secretary of the Board of Directors of the Company of the meeting of the Board of Directors of the Company whose agenda contains the issue(s) falling within the competence of the Committee under these Regulations;

- at the discretion of the Chairman of the Committee;

- pursuant to the decision of the Board of Directors of the Company or pursuant to the decision of the Committee;

- at the request of the Chairman of the Board of Directors of the Company, any member of the Committee, the Internal Audit Commission, and the Director General of the Company.

11.8 The request of the Chairman of the Board of Directors of the Company, any member of the Committee, the Internal Audit Commission, and the Auditor of the Company to convene the meeting of the Committee shall be sent to the Chairman of the Committee in writing and shall contain the wording of the issue, justification for the need to consider the issue at the meeting, the draft decision of the Committee, and accompanying materials and information.

The request to convene the meeting of the Committee shall be signed by the requesting person (the request of the Internal Audit Commission to convene the meeting of the Committee shall be signed by the Chairman of the Internal Audit Commission). A copy of the request to convene the meeting of the Committee accompanied by all appendices shall also be sent to the Secretary of the Committee.

11.9. Within one (1) business day upon receipt of the request to convene the extraordinary meeting, the Chairman of the Committee shall decide to hold the extraordinary meeting of the Committee and determine the date, time, and place of the meeting of the Committee (the deadline date and time for receipt of completed ballots in the event of absentee voting) or decide to refuse to convene the extraordinary meeting of the Committee. The reasons for the decision to refuse to convene the extraordinary meeting of the Committee shall be sent to the person or the body of the Company requesting such meeting not later than the day immediately following the

date of the decision by the Chairman of the Committee to refuse to convene the meeting.

11.10. The Chairman of the Committee may decide to refuse to convene the extraordinary meeting of the Committee if:

1) the issue(s) proposed for inclusion on the agenda of the meeting of the Committee is (are) not within the competence of the Committee under the Regulations for the Committee;

2) the issue on the agenda contained in the request to convene the extraordinary meeting of the Committee has already been included to the agenda of the next meeting to be convened in accordance with the decision of the Chairman of the Committee made prior to the receipt of the said request;

3) the form, procedure, and period for making the request to convene the meeting stated in paragraph 11.8 of these Regulations are not complied with.

11.11. The Chairman of the Committee may include any issue contained in the request to convene the extraordinary meeting of the Committee on the agenda of the next regular meeting of the Committee.

11.12. Any notice of the meeting of the Committee shall specify the agenda, form, time, date, and place of the meeting (the deadline time and date for receipt of completed ballots to vote on the agenda items of the meeting). Notice of the meeting shall be prepared by the Secretary of the Committee and signed by the Chairman of the Committee or the Deputy Chairman of the Committee (where provided for in these Regulations).

Any notice of the meeting and the materials and information related to the items on the agenda shall be sent to the members of the Committee and persons invited to attend an in-person meeting of the Committee at least five (5) business days prior to the date of the Committee's meeting (the deadline date for receipt of completed ballots in the case of an absentee meeting).

It is mandatory that the materials related to the items on the agenda of the Committee include the draft decisions on such issues. The Chairman of the Committee shall organize the formulation (preparation) of the draft decisions except where the Committee addresses any issues at the request of the persons specified in paragraph 11.7 of these Regulations.

The persons invited to an in-person meeting of the Committee shall be provided with the materials related to such items on the agenda of the meeting of the Committee as they are expected to discuss.

11.13. Any notice of the Committee's meeting and the materials (information) related to the agenda items may be provided (sent) to members of the Committee and persons invited to attend an in-person meeting of the Committee by personal delivery, by facsimile transmission, or by electronic mail.

11.14. A meeting may be convened and the materials related to the items on the agenda of the meeting may be sent within a shorter period as decided by the Chairman of the Committee.

Any in-person meeting of the Committee may, with the consent of a majority of the attending members of the Committee, address the issues that are not included on the agenda of such meeting.

11.15. Upon receipt from the Secretary of the Company's Board of Directors of any notice of the meeting of the Company's Board of Directors whose agenda

contains issues falling within the competence of the Committee under these Regulations, the Chairman of the Committee shall use his/her best efforts to ensure that the Committee's meetings are promptly held to formulate recommendations (decisions) regarding such agenda items of the meeting of the Company's Board of Directors and send them to the Board of Directors of the Company.

## **12. Procedure for Holding Meetings of the Committee**

12.1. Meetings of the Committee may be held in the form of an in-person meeting of members of the Committee (with voting in person) or in the form of an absentee meeting (with voting in absentia on the items on the agenda). All decisions on each item on the agenda of a meeting of the Committee shall be adopted by a majority of votes of the Committee's members participating in voting on such item.

12.2. Any in-person meeting of the Committee shall be declared open by the Presiding Officer of the meeting, namely the Chairman of the Committee or, in his/her absence, the Deputy Chairman of the Committee.

12.2.1. An in-person meeting of the Committee shall be attended by members of the Committee and by invitees.

12.2.2. The Secretary of the Committee shall determine whether an in-person meeting of the Committee has a quorum.

The Presiding Officer of an in-person meeting informs the attendees whether the meeting of the Committee has a quorum and announces the agenda of the meeting.

12.2.3. If a quorum is not present, the meeting shall be declared legally unqualified. In this event, the Presiding Officer shall make one of the following decisions:

- 1) postpone the meeting in consultation with the attendees;
- 2) determine the date of another meeting with the same agenda;
- 3) include the issues that shall be considered at the abortive meeting of the Committee on the agenda of the next planned meeting of the Committee.

12.2.4. Any in-person meeting of the Committee shall be legally qualified (shall have a quorum) if attended by at least half of the elected members of the Committee.

12.2.5. For the purposes of determining whether any meeting has a quorum and tallying the votes with respect to the items included on the agenda of any in-person meeting the Committee, written opinions of the members of the Committee who are not present at the meeting shall be taken into account, provided that such opinions are in the form and received in accordance with the procedure set forth in these Regulations.

12.2.6. Written opinions of the members of the Committee who are not present at the in-person meeting of the Committee shall be only in the form of completed ballots for voting on the agenda items.

12.2.7. On the day immediately following the date of any in-person meeting of the Committee, the Secretary of the Committee shall draw up a ballot in accordance with Annex 1 hereto based on the results of discussion of the agenda items and on the results of voting by the members of the Committee who are present at the meeting, to be signed by the Chairman of the Committee, and shall send it by electronic mail or by facsimile transmission to the members of the Committee who were not present at the meeting.

12.2.8. In completing his/her ballot, a member of the Committee shall leave uncrossed only one of the available variants of voting (“for,” “against,” or “abstained”) for each issue put to a vote.

Any completed ballot shall be signed by a member of the Committee, specifying his/her initials and family name.

Completed and signed ballots shall be made by the voting members of the Committee available to the Secretary of the Committee within two days after the meeting of the Committee in the original, or by electronic mail or by facsimile transmission to be followed by the delivery of the original ballots to the address specified in the ballots.

12.2.9. Any unsigned ballot or any ballot received after the deadline specified in subparagraph 12.2.8 of these Regulations shall be deemed invalid and shall not be taken into account for the purposes of counting the votes and registering the voting results.

12.2.10. The results of voting on the items on the agenda of the in-person meeting shall be registered (the votes shall be tallied) based on the votes cast by the members of the Committee who are present at the in-person meeting and based on the ballots completed and signed by members of the Board of Directors and received by the Secretary of the Company within the prescribed period. The votes shall be tallied after the deadline for receipt of completed ballots.

12.3. The decision to hold any meeting of the Committee in absentia shall be made by the Chairman of the Committee.

12.3.1. For the absentee meeting of the Committee to be held, ballots shall be sent to members of the Committee to vote on the agenda items along with the materials (information) related to the items on the agenda of such absentee meeting of the Committee.

12.3.2. In completing his/her ballot, a member of the Committee shall leave uncrossed only one of the available variants of voting (“for,” “against,” or “abstained”) for each issue put to a vote.

Any completed ballot shall be signed by a member of the Committee, specifying his/her initials and family name.

Completed and signed ballots shall be made by the voting members of the Committee available to the Secretary of the Committee by such deadline time and date for receipt of completed ballots as specified in the ballots in the original, or by facsimile transmission to be followed by the delivery of the original ballots to the address specified in the ballots.

12.3.3. Any unsigned ballot or any ballot received after the deadline specified in subparagraph 12.3.2 of these Regulations shall be deemed invalid, shall not be taken into account for the purposes of determining whether the meeting has a quorum for voting in absentia, and shall not be taken into account for the purposes of counting the votes and registering the voting results.

12.3.4. Any absentee meeting of the Committee shall be legally qualified (shall have a quorum) if attended by at least half of the elected members of the Committee.

12.3.5. The members of the Committee whose ballots are received by the Secretary of the Committee on or prior to the deadline date and time for receipt of completed ballots shall be deemed to have participated in an absentee meeting

12.4. For the purposes of deciding on any issue at the meeting, each member of the Committee shall have one vote. In the event of any equality of votes, the Chairman of the Committee shall have a casting vote. No member of the Committee may appoint any other member of the Committee or any other person to vote on his/her behalf.

12.5. The Secretary of the Committee shall, within three (3) business days after any meeting of the Committee, draw up the minutes of the meeting.

12.6. The minutes of the meeting shall be signed by the Presiding Officer of the meeting and the Secretary of the Committee. A copy of the minutes of any meeting shall be sent by the Secretary of the Committee within one (1) business day after its signature to the Board of Directors of the Company with the related materials and recommendations. All members of the Committee shall be provided with copies of the meeting minutes with the appendices thereto.

12.7. The Presiding Officer and the Secretary of the Committee shall be responsible for accurately keeping the meeting minutes. The Secretary of the Committee shall be responsible for storing the meeting minutes, ballots, materials, and recommendations of the Committee.

12.8. The minutes of any meeting of the Committee shall specify:

- the form of the meeting;
- the date, time, and place of the meeting (the deadline date and time for receipt of completed ballots);
- the list of the members of the Committee who participate in considering the items on the agenda, specifying the form of voting (in person or by ballot), and the list of other persons present at the in-person meeting;
- the agenda;
- proposals submitted by members of the Committee with respect to the items on the agenda;
- the issues put to a vote and the related voting results, specifying the votes cast by each member of the Committee;
- the adopted decisions.

12.9. If so wished by any member of the Committee, the minutes of any meeting of the Committee may be accompanied by a summary of his/her opinion on the items on the agenda of the meeting of the Committee. Any such opinion shall be prepared by a member of the Committee and delivered to the Secretary of the Committee.

### **13. Interaction with Management Bodies and Divisions of the Company, Other Organizations and Persons**

13.1. When performing its duties, the Committee shall interact with the management and control bodies, divisions of the Company and other organizations and officers through the Director General of the Company.

13.2. The Chairman and the Secretary of the Committee shall ensure information, technical, and coordinated interaction of the Committee with the Board of Directors of the Company, the Director General of the Company, the Internal Audit Commission of the Company, divisions of the Company, and other committees of the Board of Directors of the Company.

13.3. The Chairman of the Committee shall provide any recommendation (opinion) prepared (formulated) by the Committee to the Board of Directors of the Company, a copy of such recommendation (opinion) to be provided to the Director General of the Company.

#### **14. Confidentiality**

14.1. Within their term of office and for a period of one year after their term of office with the Committee expires, the current (former) members of the Committee, the Secretary of the Committee, and any third parties involved in the activities of the Committee shall be obliged to meet the confidentiality requirements in relation to any non-public (confidential) information received in connection with their work on the Committee. The definition of non-public information related to the activities of the Company, its scope, and the associated procedures shall be determined by the decision of the authorized management body of the Company.

14.2. Members of the Committee, the Secretary of the Committee, and other persons involved in the work of the Committee shall be entitled to receive the above-mentioned information, provided that they enter into an agreement with the Company to use the above-mentioned information.

14.3. Any documents related to the activities of the Committee shall be stored at the Company's office in accordance with the document storage procedure approved by the Company. The Secretary of the Committee shall be responsible for storing the above-mentioned documents.

#### **15. Performance Reports of the Committee**

15.1. The Chairman of the Committee shall submit to the Board of Directors of the Company the Committee's performance reports on an annual basis or within any such other period as required by the Chairman of the Board of Directors.

15.2. The Chairman of the Committee may submit to the Board of Directors of the Company separate reports on inquiries into the issues falling within the competence of the Committee.

#### **16. Final Provisions**

16.1. The Board of Directors of the Company may at any time request that the Committee submit a report on its day-to-day activities. The deadline for preparing and submitting such report shall be determined by the decision adopted by the Board of Directors of the Company.

16.2. These Regulations and any amendments and supplements hereto shall be approved by the Board of Directors of the Company.

16.3. Any matters not covered by these Regulations shall be governed by the Articles of Association of the Company, other internal documents of the Company, the applicable laws of the Russian Federation, and decisions of the Board of Directors of the Company.

16.4. If, as a result of any change in the laws of the Russian Federation or the Articles of Association of the Company, any provisions of these Regulations come into conflict therewith, such provisions shall become null and void, and, until these Regulations are amended, shall not apply.



**NOMINATION AND REMUNERATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF PJSC ROSSETI**

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**BALLOT**

**for Voting on the Items on the Agenda of the In-person Meeting  
Held by the Nomination and Remuneration Committee  
of the Board of Directors of PJSC ROSSETI  
on \_\_\_\_\_, 20\_\_**

**Agenda item:**

1. \_\_\_\_\_

**Decision (as resolved by the meeting):**

1.

---

**FOR**

**AGAINST**

**ABSTAINED**

*(please leave uncrossed your variant of voting)*

**The completed and signed ballot shall be sent by facsimile at  
\_\_\_\_\_ or in the original prior to or on \_\_\_\_\_.**

*/date, time/*

**Any ballot received by the Company after the deadline time and date for receipt of completed ballots will be held invalid and will not be taken into account for the purposes of tallying the votes and registering the voting results.**

**Please send the original of your ballot to:**

---

**Member of the Committee  
of the Board of Directors of PJSC ROSSETI**

\_\_\_\_\_/\_\_\_\_\_  
(signature)

(name)

**Chairman of the Committee  
of the Board of Directors of PJSC ROSSETI**

\_\_\_\_\_/\_\_\_\_\_  
(signature)

(name)

**not valid unless signed by the Chairman and the member  
of the Committee of the Board of Directors**





**NOMINATION AND REMUNERATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF PJSC ROSSETI**

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**BALLOT**

**for Voting on the Items on the Agenda of the Absentee Meeting  
Held by the Nomination and Remuneration Committee  
of the Board of Directors of PJSC ROSSETI  
on \_\_\_\_\_, 20\_\_**

**Agenda item:**

1. \_\_\_\_\_

**Decision:**

1. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(please leave uncrossed your variant of voting)*

**The completed and signed ballot shall be sent by facsimile at  
\_\_\_\_\_ or in the original prior to or on \_\_\_\_\_.**

/date, time/

**Any ballot received by the Company after the deadline time and date for receipt of completed ballots will be held invalid and will not be taken into account for the purposes of establishing whether the meeting has a quorum or for the purposes of tallying the votes.**

**Please send the original of your ballot to:**

\_\_\_\_\_.

**Member of the Committee  
of the Board of Directors of PJSC ROSSETI**

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(name)

**not valid unless signed by the member  
of the Committee of the Board of Directors**