

**APPROVED BY**

IDGC of Urals' Board protocol

dd. Nov. 30, 2009 #62

(amended and revised on Feb. 19, 2016;

Board protocol #185 dd. Feb. 19, 2016)

**REGULATIONS**

**On Remunerations and Compensations**

**Paid to the Board of Directors' Strategy and Development Committee**

**At IDGC of Urals (OAO)**

Ekaterinburg

2009

1. The Regulations have been prepared pursuant to the Federal Joint-Stock Companies' Law and shall stipulate the amount and payroll practices regarding remunerations and compensations paid to the Board of Directors' Strategy and Development Committee (hereinafter referred to as the Committee).

2. The Regulations shall not be applicable to Committee members, serving as the SEB (sole executive body) of IDGC of Urals (hereinafter referred to as the Company) or on the Company's CEB (collegiate executive body).

Remunerations and compensations shall not be charged and paid to the Committee Chair and members, subject to legal restrictions or prohibition of any allowances from business.

If the Committee Chair and/or members also serve on the Company's Board of Directors, remunerations shall be paid to them in a manner set by the Company's GSM-approved bylaw regulating remunerations and compensations paid to the Board.

3. Remunerations and compensations shall be paid by the Company in a monetary form.

Remunerations and compensations shall be paid within the Committee budget approved by the Company's Board of Directors.

4. Remuneration payment.

4.1. Remunerations for a compresence Committee meeting, equal to 2 (Two) minimal monthly tariff rates paid to a 1-rate worker (hereinafter referred to as MMTR) and set in the industry tariff agreement of the Russian energy sector (hereinafter referred to as the Agreement), effective as of a Committee meeting date, adjusted for Agreement's indexation, shall be paid to a Committee member within 30 (Thirty) post-meeting calendar days.

Remunerations paid to the Chair (or his/her Deputy for each session he chaired) shall be increased 50%.

Remunerations for each session, equal to 1 (One) MMTR, effective as of a Committee meeting date, adjusted for Agreement's indexation, shall be paid to the Secretary within 30 (Thirty) post-meeting calendar days.

4.2. Remunerations for an in-absentia meeting, equal to 1 (One) MMTR, adjusted for Agreement's indexation, shall be paid to a Committee member within 30 (Thirty) post-meeting calendar days.

Remunerations paid to the Chair (or his/her Deputy for each session he chaired), shall be increased 50%.

Remunerations for each session, equal to 0.5 (Zero point five) MMTR, effective as of a Committee meeting date, adjusted for Agreement's indexation, shall be paid to the Secretary within 30 (Thirty) post-meeting calendar days.

4.3. A Committee member shall be able to waive all or part of remunerations, stated herein, by filing a relevant statement with the Company's General Director.

Once such statement is filed, all kinds of remunerations shall then be paid only upon written consent of such Committee member. Herewith, when grounds for payments arise, the Company shall file a sum-to-be-paid notice with such Committee member. Such notice shall be filed within a relevant payout period as stated herein.

Once a written consent of a Committee member for remunerations is filed, remunerations shall be paid within 30 (Thirty) calendar days following its receipt.

5. Payment of compensations.

5.1. Actual expenses of a Committee member, incurred in the course of a meeting-related activities (travelling or dwelling expenses, daily allowance), shall be compensated in the amounts, stipulated by clause 5.2. hereof.

5.2. If Committee members go on a business trip to visit Company's objects, to meet with shareholders and investors, to participate in general meetings of stockholders as well as to perform other membership-related activities, they shall be entitled to:

- Daily allowance as set by the Company;
- Reimbursement of round trip travel expenses (including obligatory passenger insurance, travel document processing services, etc.), supported by travelling documents and capped by:
  - Railroad tickets (enhanced-comfort carriage);
  - Airplane tickets (economy class);
  - Motor transport tickets (general purpose vehicles, no taxis or rented cars);
  - Reimbursement of lodging expenses (except cases, when a Committee member is lodged for free), supported by relevant documents and capped by 3 (Three) 1-rate worker MMTRs stated by the Agreement, as of reimbursement date, with Agreement indexation adjustments for each lodging day.

5.3. Compensations shall be paid within 1 (One) calendar day after relevant documents are presented.