

APPROVED
by the decision of the Extraordinary General Meeting
of Shareholders of JSC IDGC Holding
_____ (Minutes No. _)

REGULATIONS FOR REMUNERATION
AND COMPENSATION FOR MEMBERS
OF THE INTERNAL AUDIT COMMISSION
OF JSC IDGC HOLDING

Moscow
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These Regulations are formulated in accordance with the Federal Law “On Joint-Stock Companies” and define the amounts and payment procedure of remuneration and compensation for members of the Internal Audit Commission of JSC IDGC Holding (hereinafter, the “Company”).

1. Remuneration and compensation shall be paid by the Company in cash.
2. Payment of compensation.

2.1. The members of the Internal Audit Commission who are assigned to go on business trips to conduct audits, carry out target inspections, visit the Company’s offices and facilities, and meet with shareholders and investors shall be entitled to

- a daily allowance to be paid in accordance with the procedure applicable to the sole executive body of the Company or to the sole executive body of the Company’s management organization;

- reimbursement for expenses connected with travel to the place of destination and back to the place of permanent employment or residence (including the insurance contribution to compulsory personal insurance for passengers, payment for services in relation to the issue of travel documents, etc.) in the amount of actual expenses confirmed by travel documents, but not more than the cost of travel:

- in the case of travel by rail, in a business class sleeping car;

- in the case of travel by sea and river, at the rates set by the carrier, but not more than the cost of travel in a deluxe cabin with all-inclusive service;

- in the case of travel by air, at business class rates;

- in the case of travel by road, in general-use motor vehicles (except for taxis and rented cars);

- reimbursement for expenses connected with renting accommodations (except where any member of the Internal Audit Commission is provided with accommodations free of charge) in the amount of actual expenses confirmed by related documents, but not more than three minimum monthly wage rates for a first-category worker as set forth in the sectoral wage rate agreement in the electricity sector of the Russian Federation as of the date of reimbursement for expenses, adjusted for the indexation provided for in the Agreement, for each day of using such accommodations.

2.2. Compensation shall be paid by the Company within five calendar days after the documents in support of the expenses incurred are submitted.

3. Payment of remuneration.

3.1. For participation in an audit (inspection) of financial and economic activities, each participating member of the Internal Audit Commission of the Company shall be paid one-off remuneration in the amount equivalent to twenty-five (25) minimum monthly wage rates for a first-category worker as set forth in the sectoral wage rate agreement in the electricity sector of the Russian Federation as of the time of such audit (inspection), adjusted for the indexation provided for in the Agreement.

The remuneration specified in this paragraph shall be paid within one week after the audit (inspection) report is made.

3.2. The amount of remuneration payable to the Chairman of the Company’s Internal Audit Commission in accordance with paragraph 3.1 of these Regulations shall be increased by 50%.

4. Payment of any remuneration and compensation to the specialists (experts) who are engaged by the Internal Audit Commission and are not members of the Company’s Internal Audit Commission shall be made by the Company under the agreements to be entered into between the Company and them. The terms and conditions of such agreements shall be approved by the Board of Directors of the Company.

5. Remuneration and compensation for the Chairman and members of the Internal Audit Commission who are subject to any limitation or prohibition with respect to receiving any payments from profit-making organizations shall not be accrued and shall not be paid.