

Memo on Item No. 9
Payment of remuneration to Unipro PJSC Board members for 2020

According to the Regulation on the Board of Directors of Unipro PJSC approved at the Annual General Shareholders' Meeting of Unipro PJSC on 10 June 2020, if the EBITDA actual/EBITDA plan ratio in % (the **EBITDA Ratio**) is less than 0.8 for the reporting year, it shall be deemed equal to zero (0) for the purposes of calculating the annual variable remuneration, thus the annual variable remuneration shall not be payable. The EBITDA Ratio for 2020 amounted to 0.7615 (76.15%). The failure to meet the EBITDA plan was caused by a number of negative factors of 2020 including high water content in Siberia, COVID-19, etc.

In view of the scope of work done under the challenging circumstances and restrictions caused by the pandemic in 2020, high involvement of the Board of Directors in the Company's liquidity management and restoration of power unit 3 of the Berezovskaya GRES branch, as well as control over the management's actions taken to mitigate the COVID-19 risks, it is suggested that the EBITDA Ratio of 1.0 should be applied and the annual variable remuneration for 2020 should be paid to the members of the Company's Board of Directors, except for those listed in Clause 11.7. of the Company's Regulation on the Board of Directors, by 15 July 2021 to be calculated by the following formula:

Remuneration = fifty thousand euros (EUR 50,000) * $1 * (0,7 * (n/m) + 0,3 * (s/t))$,
where n is the number of meetings (in person) and absentee voting (by correspondence) of the Board of Directors, in which the member of the Board of Directors has taken part over the fiscal year;
m is the number of meetings and absentee voting of the Board of Directors held in the fiscal year;
s is the number of meetings (in person) of the Board of Directors attended by the member of the Board of Directors in person in the fiscal year; and
t is the total number of meetings (in person) of the Board of Directors held in the fiscal year.