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PROCUREMENT POLICY OF UNIPRO PJSC

Company Standard STO No. УРЗД-Пж

Revision 2.0

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	Procurement Policy of Unipro PJSC	Company Standard STO No.	УРЗД-Пж
		Revision No.	No. 2.0

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1. Objectives and Scope

1.1. This Policy defines the underlying principles, relevant roles, responsibilities, methods, and tools for managing the procurement of goods, works, and services by Unipro PJSC.

1.2. The objective of procurement activities is to ensure maximum efficiency of procurement in compliance with the Company's requirements and principles, synergetic approach to procurement management and development intended to secure the performance targets, reduce costs, and ensure appropriate Product quality for the benefit of Unipro PJSC.

1.3. All processes and procedures involved in Product procurement by the Company described herein shall be implemented in compliance with the applicable law of the Russian Federation that takes precedence over the provisions hereof at all times.

1.4. The procurement of goods, works, and services shall include the following stages:

- Planning and scheduling of procurement construed as the process of planning the requirement of goods, works, and services on the part of the Company business units;
- Procurement of Products (goods, works, and services) construed as the process of supplier selection upon completion of procurement procedures by virtue of purchase requisitions;
- Accreditation (pre-qualification) of Suppliers construed as the evaluation of suppliers for compliance with the Customer's requirements.

1.5. This Policy shall apply to all goods, works, and services to be procured by the Company.

1.6. Applicable exceptions:

– It is prohibited to carry out any procurement without involving the Procurement Unit; at that, an exhaustive list of permissible exceptions not subject to involvement of the Procurement Unit is provided in Annex No. 1 ("List of Exceptions") to the Policy. The List of Exceptions provided in Annex No. 1 to the Policy is full and exhaustive;

- A procurement without the involvement of the Procurement Unit (with late or partial involvement) not included in the List of Exceptions as per Annex No. 1 to the Policy shall be treated as an instance of "Maverick Buying", except as a special procedure is provided for by the Policy or Procurement Procedure Regulation of Unipro PJSC;

- Procurements under EUR 10,000 may be carried out according to a simplified procedure with full or partial adherence with the requirements set out in the Policy (but strictly under the Procure-to-Pay process). The exceptions applicable to procurements under EUR 10,000 are set forth in the Procurement Procedure Regulation of Unipro PJSC.

1.7. The Policy shall bind all employees of Unipro PJSC as they engage in procurement activities.

1.8. All amounts herein are provided net of VAT. The amounts in Euro mentioned herein shall be converted into Rubles at the official exchange rate set by the Central Bank for the date of the procurement decision.


2. References

This Policy refers to the following regulatory documents:

- 2.1. Articles of Association of Unipro PJSC;
- 2.2. Code of Corporate Conduct approved by the Board of Directors of Unipro PJSC (hereinafter referred to as the Code of Corporate Conduct);
- 2.3. Intermediaries Regulation;
- 2.4. Delegation of Authority Policy of Unipro PJSC (hereinafter referred to as the Delegation of Authority Policy);
- 2.5. Procurement Procedure Regulation of Unipro PJSC (hereinafter referred to as the Procurement Procedure Regulation (or Regulation)).

3. Terms, Definitions, and Abbreviations

3.1. The following terms shall be used herein:

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Accreditation – procedure intended to check Suppliers for compliance with the established requirements concerning their legal status, financial soundness, integrity, and business reputation as part of due diligence activities and counter corporate fraud and corruption;

Supplier Database – unified database of Company Suppliers published in the “Business Relations” form (“Details on the Business Relation” Section) of MS Dynamics AX and containing data on the Company Suppliers, including their legal, financial, and contact information; findings of the risk assessment as they regard the risks inherent to the Company’s relations with Suppliers conducted by the Company business units and/or third parties; information on the Suppliers’ accreditation validity period; information on the evaluation of Suppliers for performance under the previous contracts made with the Company;

Procurement Function – all business units and employees of the HQ / Branches subordinate to Unipro PJSC Procurement Director in the capacity of their functional superior;

Top Managers – Deputy General Directors of the Company, Functional Directors (Directors in charge of the Company’s individual business lines pursuant to the Jurisdiction Division Regulation and directly subordinate to the General Director of the Company in accordance with the HQ organizational chart), Aide to the General Director of the Company, Chief Accountant of the Company;

Annual Integrated Procurement Program (AIPP) – action plan for the delivery of goods, works, and services based on the Company’s requirement;

Procurement Director – Procurement Director of Unipro PJSC;

Contract – civil transaction involving the Company made in writing (whether in simple form or notarized) and constituting an agreement between two or multiple parties to institute, amend, or terminate civil rights and obligations;

For the purposes hereof, a Contract shall be construed as written documents with a content matching the above definition of Contract, whatever the title, including any “treaty”, “contract”, “agreement”, “additional agreement”, “statement of disagreements”, “statement of settlement”, “specification” to existing Contracts, including any agreements to amend, cancel, and terminate any Contracts, as well as unilateral transactions made on the Company’s behalf. All annexes to the Contract signed at the time of signing the body of such Contract shall serve as an integral part thereof;

Customer – Unipro PJSC (the Company) initiating the procurement required to meet its needs;

Selective procedure – procurement procedure not subject to disclosure in the public sources pursuant to the Company’s Procurement Policy reserved specifically for designated Suppliers;


Procurement (procurement procedure) – process of procuring goods, works, and services in Unipro PJSC;

Procurement Documentation (Procurement Documents) – package of documents prepared by the Company and containing the necessary and sufficient information on the procurement subject (products to be procured), terms, and procedures, including the rules to be observed by the Participant when preparing, executing, and submitting Proposals, as well as on the terms of the contract to be awarded upon completion of the procurement;

Competitive Procurement – procurement method for goods, works, and services, whereby the Supplier (provider, contractor) capable of delivering the goods, works, and services in accordance with the procurement subject and terms is selected on a competitive basis;

Single Sourcing (Sole Supplier Sourcing) – non-competitive procurement of goods, works, and services when the contract is awarded to a single Supplier or if a Proposal for contracting purposes is accepted from a single Supplier (provider, contractor) in the instances provided for herein;

Requester – employee of the business unit in need of a procurement who initiates a procurement procedure;

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Purchase requisition (requisition) – standard in-house instrument to be executed in MS Dynamics AX with a view to initiating the procurement process for the goods, works, and services necessary for the Company;

Headquarters – Moscow Representative Office of Unipro PJSC;

Joint Participant – association (by virtue of a contract or on any other legal basis) of Suppliers taking part in the procurement procedures (e.g. simple partnership, consortium).

Note – the key attribute of a Joint Participant is its members' liability (in case of a simple partnership – joint liability at all times, in case of other types – to be established by the agreement made between its members);

Joint Participant Leader – member of a Joint Participant representing all members of the Joint Participant in its relations with the Tendering Authority;

By-law – standard in-house instrument adopted (approved) within the competence of the authorized management body or officer in compliance with the procedures established by the Company and spelling out the rights and obligations of the Company and its employees;

Lot – Product requirement characterized by common properties and expressly designated in the Procurement Documentation;

Evaluation Model – evaluation tool for Participants' proposals making it possible to summarize the scores of the technical and commercial (economic) assessment of Proposals and ensuring a uniform balanced evaluation approach used to select the optimum Proposal based on the price-quality ratio that is expressed either in figures and/or in words to rate conformity / preference;

Company – Unipro Public Joint Stock Company (Unipro PJSC);

Tendering Authority (Organizer) – Procurement Unit of the Headquarters or Branch that organizes and manages the procurement procedures;

Responsible Purchaser, Procurement Officer – employee who is responsible for organizing and administering the procurement procedure on the Procurement Unit's side;

Rebidding – additional element of a competitive procurement procedure providing the Procurement Participants with an opportunity to promote the appeal of their Proposals on a voluntary basis by improving the commercial terms of the relevant Proposals;

Supplier (provider, contractor) – legal entity or individual, including individual entrepreneurs (or associations thereof), capable of delivering the goods, works, and services on a legitimate basis in accordance with the Customer's requirements;

Products – goods, works, services or any other objects of civil rights acquired by the Customer for a fee;

Report – instrument documenting the decisions made upon completion of the procurement and executed in accordance with the Company's by-laws;


Requester Unit – Customer's business unit that has demand for and initiates a procurement;

Procurement Unit – business unit of the Headquarters and/or Branch that performs the functions associated with procurement organization and administration and is functionally subordinate to Unipro PJSC Procurement Director;

Participant's Proposal (Proposal) – package of documents submitted to the Tendering Authority in the form and in compliance with the requirements of the Procurement Documentation in order to participate in the procurement procedure;

Employee – individual that has employment relations and a valid employment contract with the Company;

Procurement Procedure Regulation (Regulation) – Procurement Procedure Regulation of Unipro PJSC: the Company's by-law establishing the procurement procedures in furtherance of the provisions hereof;

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Business Unit – division (structural unit) officially designated in the HQ / Branch organizational chart that does not possess full authority or all attributes of a branch or representative office but is assigned separate tasks, functions, and responsibility for implementing them in accordance with the regulation on the relevant business unit (department, service, office, shop, team, etc.);

Procurement Notification – Company’s official procurement notification containing essential information on the procurement to be sent by the Procurement Unit to potential Participants and/or to be posted on the electronic trading platform;

Procurement Participant (Procurement Procedure Participant, Participant) – any legal entity or multiple legal entities acting on behalf of a single Procurement Participant, whatever the form of incorporation, form of ownership, location, and capital origin, or any individual or multiple individuals acting on behalf of a single Procurement Participant, including an individual entrepreneur or multiple individual entrepreneurs acting on behalf of a single Procurement Participant, who submits (submit) a Proposal to the Tendering Authority in order to take part in the procurement procedure notwithstanding the procurement procedure method;

Branch – standalone business unit of the Company outside its location performing its functions, whether in whole or in part, including the representative office functions;

Electronic document – documented information presented in electronic form, i.e. by transmitting data via information and telecommunications networks or by processing them in information systems;

Electronic Trading Platform (ETP) – website, software and hardware package used to post the Customer’s procurement information;

MS Dynamics AX – Company’s Unified Automated Resource Management System;

Procure-to-Pay (P2P) – ongoing process based on MS Dynamics AX that connects all Company functions involved and covers the stages of product acquisition by the Company from the time when the requirement first appears (time when the purchase requisition is created) through the time when financial obligations under the contracts are performed in full.

3.2. The following abbreviations shall be used herein:

AIPP – Annual Integrated Procurement Program;

SS – Single Sourcing;

HQ – Headquarters;

BL – Company / Branch by-law;

MTP – business plan for a medium-term planning period;

TR – Terms of Reference;

TCP – technical and commercial proposal;

PFC – proforma (standard-form) contracts;

MACO – Unipro PJSC Main Anti-Crisis Office;

ETP – electronic trading platform.


P2P – Procure-to-Pay.

4. Overarching Procurement Principles

All employees involved in procurement activities shall comply with the following procurement principles:

4.1. Fairness and Competition Principle

4.1.1. Employees must always act in accordance with the Code of Corporate Conduct and provisions hereof;

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4.1.2. All procurements, except as expressly stated otherwise herein, shall be competitive;

4.1.3. Any competitive procurement shall be open and transparent in terms of information disclosure, comply with the principles of competitiveness and equality of all participants, and prevent discrimination and unfair restriction of competition.

4.2. Confidentiality Principle

4.2.1. Any information concerning Supplier selection strategies, relations with Suppliers, purchase prices, and contracting terms shall be confidential. Access to this information shall be reserved for those employees who are directly involved in the procurement procedure. It is strictly prohibited to disclose such information to any third party. The confidentiality principle shall apply to both current and completed procurement procedures;

4.2.2. The only exception is the instance when a third party is involved on a contractual basis to provide procurement administration services.

4.3. Segregation of Authorities and Responsibility

4.3.1. Segregation of responsibility among the Requester Unit, Procurement Unit, and other business units of the HQ / Branch involved in the procurement procedure shall be ensured by the management of the relevant business units at all stages of the procurement process;

4.3.2. The P2P (Procure-to-Pay) process in MS Dynamics AX is a mandatory procurement process tool ensuring the division of responsibilities among the Company business units. The administration of the procurement procedure and communications with Suppliers (Participants) conducted during the progress thereof shall be ensured and supervised by the employees of the Company procurement units (Responsible Purchaser).

4.4. Prompt Crisis (Emergency) Response Principle

4.4.1. In case of a crisis (emergency), including any imminent threat, the procurement activities shall be arranged so as to prevent any damage to the Company, if necessary in conflict with the P2P principle (to the extent necessary for prompt response to existing risks);

4.4.2. If there is an urgent requirement of goods, works, or services for the purposes of responding to accidents (incidents), natural disasters, and any other force majeure circumstances, it can be permitted to enter into a contract without any prior procurement procedure;


4.4.3. The decision on such contracts falls within the competence of the MACO. If this is the case, the Requester Unit shall place a requisition in MS Dynamics AX as soon as possible. No Report of the results of procurement is required.

4.5. “Maverick Buying” Monitoring Principle

4.5.1. All procurements shall involve the Procurement Unit, except as expressly stated otherwise in Annex No. 1 to the Policy. The Procurement Unit shall be involved in a timely manner so as to ensure compliance of the procurement procedure with the provisions hereof and of the Procurement Procedure Regulation (including at the demand origination stage). Any procurement failing to comply with this procedure shall be qualified as “Maverick Buying”.

4.5.2. The instances of “Maverick Buying” are as follows:

- a) late purchase requisition in MS Dynamics AX, leading to insufficient time for procurement procedures;
- b) The procurement procedures are carried out without involving the Procurement Unit;
- c) The goods, works, services are delivered prior to involving the Procurement Unit (prior to filing a respective purchase requisition in MS Dynamics AX and carrying out the procurement procedures);
- d) The Company commits to pay prior to involving the Procurement Unit (prior to filing a respective purchase requisition in MS Dynamics AX and carrying out the procurement procedures);
- e) splitting the demand into several purchases in order to avoid the established approval thresholds;

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f) volume of orders (delivery) exceeding the volume determined by results of the procurement procedure more than the approved allowable value (“tolerance”).

4.5.3. The Procurement Unit shall keep records of the instances of “Maverick Buying” in order to ensure efficient and reliable internal monitoring of Maverick Buying and to minimize any potential risks for the Company;

4.5.4. The Procurement Director shall present quarterly reports on the instances of “Maverick Buying” to the Company’s Management Board;

4.5.5. The Procurement Director shall supervise the procurement process.

4.6. “Four-Eyes” Principle

All final procurement decisions (initiation, method of procurement, cancellation, approval of results) shall be made by the Procurement Director and Top Manager (Branch Director or Chief Engineer) serving as the Functional Director of the Requester Unit, or by the persons who has such rights delegated to him. In the absence of the agreement on the results, the procurement decision may be escalated to Unipro PJSC General Director and Procurement Director for joint consideration.

4.7. “Procure-to-Pay” Principle (P2P)

Starting from the time when the demand origin through the time of contract performance, the procurement constitutes a continuous process observing traceability and continuity of all P2P stages. Generation of by-laws and engineering of business processes in MS Dynamics AX and in any other systems supporting the Company’s financial and business operations shall be based on this principle.

5. Rights and Obligations of the Parties to a Procurement Procedure


5.1. The Procurement Unit shall:

5.1.1. Perform the following functions during the procurement procedure (the list below is not exhaustive):

- a) Compiling and updating the Company’s AIPP based on the requirement of the requesters;
- b) Shaping the procurement strategy with a view to meeting the Company’s requirement as provided for hereby;
- c) Designing and managing the procurement process, managing Suppliers on a fair, transparent, and non-discriminatory basis;
- d) Conducting a survey / assessment, research of the market of goods, works, and services to be procured by the Company;
- e) Managing the procurement procedure to select Suppliers on a competitive basis;
- f) Administering the Supplier accreditation process by involving the Company business units in the manner established by the Company’s by-laws;
- g) Acting in compliance with the requirements set forth in the law of the Russian Federation, in-house corporate procedures, policies, and other by-laws of the Company;
- h) Acting in compliance with the Company’s principles of fairness and competition, confidentiality and security, efficiency, propriety, and zero tolerance to corruption as provided for by the Code of Corporate Conduct;
- i) Ensuring performance of existing contracts for goods and services associated with the delivery of goods;
- j) Performing any other procurement-related functions.

5.1.2. During the procurement procedure, the Procurement Unit may:

- a) Cancel any announced procurement procedure at any time, except as expressly provided

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otherwise by the Procurement Documentation;

- b) Extend the deadline for submitting Proposals for any procedure at any time prior to expiry of the original deadline, except as the Procurement Documentation contains additional restrictions;
- c) Set requirements for Participants, Products to be procured, their delivery terms and define the documents to prove (declare) compliance with these requirements;
- d) Demand from the Participants to present documentary proof of conformity (for Products, their manufacturing, storage, shipping processes, etc.) in compliance with the applicable law on technical regulation;
- e) Demand from the Participants to present the documents required for tax risk assessment during the procurement procedure, if such assessment is required under the by-laws;
- f) Split procurements into lots or consolidate them into a single lot at any procurement planning and carrying out stage in order to enhance a competitive environment and mitigate risks of Supplier's (provider's, contractor's) failure to perform its obligations;
- g) Initiate a check of Proposals for any marks of collusion (affiliation) between the Participants that may potentially restrict competition. In case of obtaining evidence of such marks, request clarifications from the Participants, and in case of corroboration of the claims and/or non-response of the Procurement Participants – reject the Proposals of the Participants breaching the principles hereof.

5.1.3. The other functions and rights of the Procurement Unit (Tendering Authority) shall be set forth in the Procurement Documentation.

5.2. The Requester Unit shall:


5.2.1. Perform the following functions during the procurement procedure (the list below is not exhaustive):

- a) Communicating and updating the procurement requirement for the drafting (adjustment) of the Company's AIPP;
- b) Filing purchase requisitions in a timely manner attaching a package of relevant documents listed in the Procurement Procedure Regulation required for the procurement procedure;
- c) Ensuring entry into and performance of existing work / service contracts based on the relevant procurement procedure results;
- d) Avoiding any situations that may entail a potential conflict of interest or affect the ability to make decisions in the Company's best interest;
- e) Ensuring due monitoring of decisions made and due recording of information, performance of existing work / service contracts;
- f) Perform technical evaluation of the Participants' Proposals.

5.3. Procurement Participants:

5.3.1. The Participants may:

- a) Submit Proposals for open procurement procedures organized by the Company in accordance with the terms and deadlines set out in the Procurement Documentation, including by proposing alternative solutions whenever such possibility is allowed by the Procurement Documentation;
- b) Request and obtain exhaustive information on the procurement terms and procedures from the Tendering Authority (except for confidential information and trade secret);
- c) Amend, revise, or withdraw its Proposal before expiry of the deadline for submitting Proposals, except as expressly provided otherwise by the Procurement Documentation;
- d) Contact the Tendering Authority with questions concerning the Procurement Documentation and requests to extend the deadline for submitting Proposals (before expiry of the announced deadline for submitting Proposals). In this case, the Tendering Authority shall be free to make any decision on the change of the deadline with the right not to disclose reasoning for such decisions;
- e) Apply for accreditation in the Supplier Database in accordance with the rules posted on the

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Company's official website in the section titled "Procurement – Supplier Accreditation";

f) Seek advice on matters arising during the request for proposals if the Participant believes that its rights and legitimate interests have been infringed. Such queries shall be considered by the Procurement Director within Five (5) business days upon receipt.

5.3.2. The Participant shall:

a) Undergo the accreditation procedure, which is a mandatory requirement for participation in the procurement procedure.

Accreditation status has following effect on the evaluation of Participants' proposals and/or procurement results:

- In case of a procurement equal to or above EUR 10,000, only the Proposal of Participant accredited in the Supplier Database can be declared the best;

- In case of a procurement equal to or above RUB 2,000,000, no Proposal shall be accepted from any Participant without a valid accreditation in the Supplier Database. Proposals submitted by Participants who did not undergo the accreditation procedure shall be evaluated strictly on condition of economic or technical expediency or to ensure the required level of competition. However, only the Proposal of Participant accredited in the Supplier Database can be declared the best;

b) If requested by the Responsible Purchaser, present the documents required for tax risk assessment in the manner set forth on the Company's website in the section titled "Procurement – Supplier Accreditation" or deliver a reasoned refusal to present the documents (specifying valid reasons for such refusal);

c) The other rights and obligations shall be set forth in the Procurement Documentation.

6. Delegation of Authority

6.1. The Procurement Director's, Top Managers', Branch Directors' and Chief Engineers' authorities hereunder may be delegated to other employees in accordance with the Delegation of Authority Policy of Unipro PJSC.

6. Procurement Methods and Their Application

7.1. In the absence of any reasons expressly provided for herein, a procurement of value equaling or exceeding 10 000 EUR must be competitive and held in open form.

7.2. Procurements may be held in one or multiple stages, may be open or selective, may involve selection of multiple winners for a single lot, or may be carried out in any other form stipulated hereby, provided that they ensure the maximum efficiency of the procurement results.

7.3. The procurement procedures provided for herein may involve the use of electronic workflow (whether entirely or at certain stages), i.e. information may be transmitted in the form of electronic documents by email, electronic digital media, and via electronic trading platforms.


7.4. The Company shall use competitive and non-competitive procurement methods pursuant hereto.

7.5. Competitive procurements administered by the Company shall not qualify as a bidding (tender, auction) as per Articles 447-449 of the Civil Code of the Russian Federation or as a public tender as per Articles 1057-1061 of the Civil Code of the Russian Federation, or as any other regulated procurement procedures (procurement methods) provided for by the Russian Federation law.

7.6. It is prohibited to split a homogeneous requirement into several items or contracts in order to understate the thresholds with a view to avoid the competitive procurement methods.

7.7. The competitive procurement rules shall be governed by the Policy. Upon completion of procurements:

- The Participant's Proposal containing the best terms for purchasing goods (works, services) and

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fully complying with the requirements stipulated by the Procurement Documentation is defined announced;

- A contract may be concluded.

7.8. The Company shall provide reasonably confidential treatment to any information received from the Participants, including the information in the Proposals. The outcomes of the technical and commercial evaluation, pre-contractual negotiations, information on any other material terms of Participants' Proposals may not be disclosed at potential Participant's / Participants' individual requests; The outcomes of competitive procurements and/or report on the procurement results (information of defining the winner) are not disclosed on the Company's official website and/or in any other public sources.

7.9. The primary procurement method is an open request for proposals (or open request for quotations in the instances referred to in Clause 7.11.3.). Following to a reasoned request and observing the "four eyes" principle as provided for by the Delegation of Authority Policy of Unipro PJSC, the procurement method may be changed in compliance with the provisions hereof.

7.10. Request for Proposals

A request for proposals is a competitive procurement method when the Tendering Authority notifies potential Participants on the requirement of goods, works, or services and invites them to submit their Proposals in accordance with the criteria set forth in the Procurement Documentation.

7.10.1. A request for proposals shall not entail the Company's obligation to award a contract either to the Participant whose Proposal is declared the best or to any other Participant in the request for proposals.

7.10.1. Request for Proposals may be applied for procurements of any Products and in any cases.

7.10.2. A request for proposals may be:

- Open or selective;
- Of one or multiple stages;
- Held via electronic workflow or in hard copy;
- Subject to or not subject to negotiation (re-bidding);
- With selection of multiple winners for a single lot.

7.10.3. The Tendering Authority may cancel a request for proposals at any stage by notifying the Procurement Participants thereof without compensating them for any losses.

7.11. Request for Quotations

A request for quotations is a competitive procurement method whereby the Tendering Authority notifies potential Participants on the requirement of goods, works, or services, invites them to submit their Proposals, evaluates the Participants' Proposals for conformity to the Procurement Documentation, and selects the best Proposal of the Participant offering the lowest price.


7.11.1. A request for quotations shall not entail the Customer's obligation to award a contract either to the Participant whose Proposal is declared the best or to any other Participant in the request for quotations.

7.11.1. A request for quotations may be:

- Open or selective;
- Submitted electronically or in hard copy;
- Subject to or not subject to re-bidding;
- Carried out in a manner providing for the selection of multiple winners for a single lot.

7.11.2. An open request for quotations may be used if the procurement involves mass-produced goods, standard works or services (sold at well-known, shaped market).

7.11.3. A selective request for quotations may also be used when procuring goods, works, or services from Suppliers previously awarded framework agreements for such Products based on the

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results of an open request for proposals.

7.11.4. The Tendering Authority may cancel a request for quotations at any stage notifying the Procurement Participants thereof without compensating them for any losses.

7.11.5. In the request for quotations, the Tendering Authority shall specify any clear-cut requirements for the procurement subject (except for the price), delivery terms, contract terms, proof of compliance of the products and Participants with the Customer's requirements and for the documents to be submitted.

7.11.6. The request shall spell out whether the product cost is inclusive of the product shipping and insurance costs, customs duties, taxes, and any other possible charges or not.

7.11.7. A participant's proposal is supposed to meet each established requirement in full or exceed it, i.e. the requirements referred to above shall be used as thresholds. The extent by which threshold requirements are exceeded shall be neither evaluated nor credited. If a Participant's application fails to meet at least one requirement stated in the request, it shall be rejected.

7.11.8. The Tendering Authority and the participant shall not engage in any other negotiations regarding the proposal.

7.11.9. The proposals shall be evaluated without involving a technical expert.

7.12. Procurement on Public Online Platforms

7.12.1. All open competitive procedures shall be announced on the Company's official website without exceptions.

7.12.1. Any procurement methods provided for herein may be applied in full or at individual stages using electronic trading platforms for such procurements.

7.12.2. Decision on using electronic trading platforms for procurement procedures lies within the competence of the Procurement Director.

7.12.3. If a procurement is carried out using electronic trading platforms, certain deviations from the procurement procedures provided for herein shall be allowed due to the technical features of electronic trading platforms and rules and procedures governing the operation of such platforms.

7.12.4. In individual instances, the Procurement Director may make the decision to organize a procurement via online market search services and selection engines for goods if this Product acquisition method is the only possible method to acquire the Products or envisages advantages over the standard procurement methods provided for by the Policy.

7.13. Other Competitive Procurement Methods

7.13.1. The Company may take part in competitive sales of goods, including as a trader.

7.13.2. The procedures and terms thereof shall be determined by the Tendering Authority of such procedures.


7.13.3. Upon the decision of the Procurement Director, the Company may also make procurements by participating in auctions, tenders, or any other procedures organized by product sellers (including on electronic trading platforms). A decision to participate in such procedures shall be made if these procedures secure honest and fair competition among the participants¹.

7.14. Single Sourcing

7.14.1. Single Sourcing (Procurement from a Sole Supplier) is a non-competitive procurement method that shall be limited to situations as follows:

7.14.1.1. In case of a justified urgent production requirement when it is inexpedient to carry out any other procedures. When requesting a permit to Single Sourcing for this reason, the Procurement Unit shall check (whatever the final decision) whether the urgency was caused by negligence on the

¹ Such procurements shall usually be made when the products are in short supply and demand for such products exceeds supply.

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part of the Requester or not;


7.14.1.2. Due to urgent requirement of certain goods, works, services resulting from occurrence and/or impact of emergencies, efforts to prevent accidents (incidents) and ensure timely compliance with competent government supervision authorities' orders with deadlines under a month when no other procurement method will ensure timely acquisition of the Products required for the Company and/or no other procedures may be deemed acceptable. Single Sourcing for this reason shall be made provided that the volume of the Products to be procured does not exceed the volume sufficient to prevent the emergency situation, accident (incident), or respond thereto, rectify the deficiencies mentioned in the orders (rulings), and replenish the established minimum (emergency) stock of products (if necessary);

7.14.1.3. Due to a requirement of goods, works, and services that may be acquired only from a Sole Supplier and have no equivalents as per one of the following criteria:

- a) The goods, works, and services are produced using a unique technology or have unique properties, which is proved by relevant documents;
- b) Procurement of intellectual deliverables from a Supplier (provider, contractor) holding an exclusive copyright to intellectual deliverables or a brand identity, in particular, certified by a respective document of title (patent, certificate), in the instances when the copyright holder is a single entity selling intellectual property items;
- c) For technical reasons associated with the need to enforce exclusive rights to intellectual deliverables (intellectual property), the contract may be awarded to a specific Supplier only in the instances when the copyright holder appoints a single entity selling intellectual property items;
- d) The Supplier is the sole authorized dealer of the manufacturer;
- e) The Supplier / manufacturer or its sole dealer (distributor, representative) performs supervised installation of delivered equipment, warranty and routine maintenance of the goods delivered to the Customer under a supply contract and no other Supplier is permitted under the warranty;
- f) The Supplier is the Sole Supplier of goods, contractor, provider of services in a certain region on condition that the costs of engaging Suppliers from any other regions make such engagement economically unviable;

7.14.1.4. Due to a justified requirement of additional procurements to be made in the following instances:

- a) Partial replacement of used materials and/or equipment purchased from the original Supplier;
- b) Procurement of additional works / services that are not included in the original scope of works / services under the contract but cannot be separated from the master contract without significant difficulties / time and money inputs and that are objectively required to perform the contract due to contingency;
- c) For standardization and unification reasons and in order to ensure the compatibility or continuity of the goods, works, and services to be purchased with those previously purchased from this Supplier provided that the substitution of the Supplier will require a delivery of goods, works, and services with differing technical specifications, and operation or maintenance thereof may entail incompatibility or major technical difficulties with operation and maintenance;
- d) Substitution of the work / service Supplier that has a specific experience and well-established relations ensuring successful delivery of works / services may result in significant difficulties with delivery of works / services;
- e) Renewed procurement from a Supplier previously awarded a contract on conditions of preservation or improvement by the Supplier of the material terms of the procurement serving as the basis for awarding the contract, continuity of the contract and on condition that there is no objective macroeconomic opportunity for the Company to secure any better terms by organizing a new competitive procurement. This provision may be applied to a single procurement (contract) one time

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at the most;

7.14.1.5. In case of any competitive procurement when a single Proposal was submitted by the Participants or a single Proposal proved to conform to the Procurement Documentation, but a new procurement procedure is inexpedient (e.g. the procurement deadlines have expired and/or a new procedure will not produce any changes in the list of Participants and a different winner). In this case, the Report must contain exhaustive information on the current situation. Such procurements shall not be subject to approval by the Management Board required under the Procurement Procedure Regulation but shall be subject to special internal monitoring;

7.14.1.6. In case of procuring Products on particularly beneficial terms and/or at a discounted price that is significantly lower than the current market price in the instances when the opportunity to make such procurement shall not last;

7.14.1.7. If the products are procured from the parent Company that the Company is affiliated with as a subsidiary or from the Company's subsidiaries (affiliates);

7.14.1.8. In case of procuring services from government entities or entities using the tariffs set by the government tariff authorities (railway services, state calibration of measuring instruments, etc.);

7.14.1.9. Due to any other reasons requiring Single Sourcing upon a special resolution of the Company's Board of Directors.

7.14.2. The outcome of a Single Sourcing with a final cost of and exceeding RUB 5,000,000 shall be approved by the Company's Management Board at all times, except as provided otherwise by Clause 7.14.1.5 of the Policy.

7.14.3. If any additional works/services revealed during the main and auxiliary equipment repairs are procured from a Sole Supplier, approval of the Company's Management Board shall be required if the price of the additional procurement is of or exceeds RUB 5,000,000 and accounts for more than 20% of the master contract price.

7.15. Open and Selective Procurement

7.15.1. Any Participant may take part in an open competitive procurement;

7.15.2. An open procurement procedure shall be carried out by means of public announcement of the procurement open to any legal entity or individual provided that the Procurement Documentation requirements are met. Procurement Notifications shall be posted on the Company's official website and/or on the specialized electronic trading platform;


7.15.3. Participants may take part in a selective competitive procurement strictly upon special invitation;

7.15.4. In case of a selective procedure, the Procurement Documentation must invariably specify whether a Joint Participant may include a member that was not invited to take part in the procurement or not. In any case, the role of the Joint Participant Leader is strictly reserved for members invited to take part in the procurement;

7.15.5. A selective procurement procedure shall be carried out by sending special invitations to potential Participants without publishing any notification in public sources;

7.15.6. A competitive procurement shall be selective in the instances when at least one of the following conditions is met:

- The Products may be procured from a limited (known) number of Suppliers due to their sophistication, special nature, any other specific features of their market, provided that all such participants are invited to take part in the competitive procurement;
- Direct targeted recruitment of Participants represents a tool to ensure confidentiality in the Company's best interests (during the procurement process, potential Participants will receive information classified as state secret as part of the Procurement Documentation; if the procurement subject is a trade secret – whenever it is impossible to specify the procurement subject without disclosing such trade secret);

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- Direct targeted recruitment of Participants is required under the existing contract;
- There are two or multiple pre-qualified Participants or Participants meeting the requirements in terms of financial, economic, and technical criteria with a business profile matching the procurement subject;
- The goods, works, and services are procured from Suppliers who have been previously awarded framework contracts based on an open request for proposals.

7.15.7. The Procurement Director may decide to approve the list of Participants and carry out a selective procurement subject to the provisions of the Policy.

7.16. Multi-Stage Procurement

7.16.1. Competitive procurements may be carried out in the form of two- or multi-stage requests for proposals if the Tendering Authority has to negotiate with the Participants in order to identify the most efficient option to meet the Customer's requirement, specifically, when at least one of the following conditions is met:

- It is difficult to spell out detailed requirements for the Products to be procured (any other contractual terms) due to the sophistication of the Products or if there are multiple options for meeting the Customer's requirement;
- Proposals are requested with a specific purpose to study the possible ways to meet the Customer's requirement and choose the best one.

7.16.2. The Tendering Authority is supposed to adjust the provisions of the Procurement Documentation following each stage (except for the last one) (in particular, through negotiations with the Procurement Participants), and therefore, the Procurement Participants are supposed to submit adjusted Proposals at the next stage.

7.17. Market Analysis

7.17.1. With a view to analyzing the market, the Procurement Unit shall study the market conditions both by posting notifications in public sources and by sending special requests to potential Suppliers. Identification of the best Proposal for the sake of awarding a contract is not the purpose of market analysis.

Description of Procurement Processes

The procurement process comprises the following stages:

- Planning and scheduling procurement activities;
- Identifying the procurement strategy and drafting the Procurement Documentation;
- Conducting technical and commercial evaluation;
- Holding additional negotiations (re-bidding) (if necessary);
- Selecting the winner (the Supplier whose Proposal offers the best terms) and entering into the contract;
- Performing (amending / revising) the contract.

7.18. Planning and Scheduling Procurement Activities

7.18.1. The Company shall plan and schedule procurement activities by drafting the Company's Annual Integrated Procurement Program (AIPP).


7.18.2. The AIPP planning period is a calendar year.

7.18.3. The AIPP is a procurement action plan intended to enter into delivery contracts for goods, work and service contracts during the calendar year under planning.

7.18.4. The effort to plan and schedule procurement activities may involve certain stages for procurement of goods, works / services on a first-priority basis – first-priority procurements; and procurement of key goods, works / services from Suppliers – strategic procurements.

7.18.5. The AIPP shall be approved by the Procurement Director.

7.18.6. The AIPP sections concerning the competitive procedures shall be published on the

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Company's official website in the "Procurement" section in accordance with to the established format.

7.19. Identifying the Procurement Strategy and Drafting the Procurement Documentation

The optimum procurement strategy and method shall be identified by the Procurement Unit based on the procurement subject (goods, works, and services to be procured).

7.19.1. The format and requirements for the Procurement Documentation content shall be approved by a dedicated by-law.

7.19.2. The Procurement Documentation is supposed to include the following information:

- Terms of Reference or specification requirements / technical specifications and other requirements for the goods, works, and services to be procured;
- Requirements for Participants;
- Requirements for the terms of the contract to be entered into following the procurement;
- Requirements for the scope of the documentation to be submitted by the Participant and procedure and terms for executing Proposals;
- Other requirements that the Procurement Unit deems necessary to ensure conformity of the procurement procedure to the requirements of the Policy, Russian Federation law, and other by-laws.

7.19.3. Technical evaluation criteria shall be spelled out in advance to facilitate the evaluation of Participants' Proposals. Technical criteria may be revised (adjusted) but no later than on the day preceding the deadline fixed for submitting proposals. Technical criteria are supposed to be strictly compliant with and based on the requirements set out in the Terms of Reference or specification requirements for the Products to be procured. These criteria shall be valid and binding throughout the entire duration of the procurement and contracting process.

7.19.4. Competition shall be maintained in accordance with the principles referred to in the Policy. The Procurement Unit shall be responsible for selecting the Participants in accordance with the procurement principles and ensuring that the minimum number of potential Participants in a procurement procedure with a cost under EUR 10,000 is equal to or exceeds Three (3). Any deviations from the requirements concerning the minimum number of Proposals is supposed to be justified in the report on the procurement results.


7.19.5. As a general rule, a procurement shall be made directly from the manufacturer (or from its authorized dealer) or from the party that provides the services or performs the works directly. Transactions with intermediaries (an intermediary shall be construed as a Supplier who is not the manufacturer of offered goods or is not its authorized representative or its affiliate) may be made only if they are economically viable.

7.19.6. If the Procurement Documentation is amended, all potential Participant shall be duly notified on the new terms and changes in a timely manner either in a targeted way and/or by posting the relevant information in a public source used to carry out the relevant procurement procedure specifying that the Proposal previously submitted by the Participant has become void and a new Proposal is to be submitted.

7.19.7. If the Procurement Unit extends the deadline for submitting procurement Proposals, it shall notify the Participants thereof, and the Participants who have already submitted their Proposal shall be free either to:

- Withdraw the Proposal previously submitted thereby and substitute it for a new Proposal; or
- Keep the Proposal previously submitted thereby by extending its expiration date; or
- Keep the Proposal previously submitted thereby and keep its expiration date unchanged; or
- Withdraw the Proposal previously submitted thereby without substituting it for a new Proposal (to effectively withdraw from the procurement procedure).

The Participant must choose either option prior to expiry of the new deadline for submitting

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Proposals.

7.20. Conducting Technical Evaluation

7.20.1. Technical specifications shall be considered in strict compliance with the Procurement Documentation. At the technical evaluation stage, the Requester may request technical clarifications and any relevant information necessary for the technical evaluation from the Participants through the Procurement Unit at all times. In any case, whenever such clarifications imply any changes in the requirements or Proposals, such technical queries shall be sent to the Participants in writing and solely by the Procurement Unit.

7.20.1. The Procurement Unit may request any technical clarifications or additional documents from the Participants in case of any non-conformity to the requirements of the Procurement Documentation, and the new information shall be forwarded to the technical experts before completion of evaluation. Under no circumstances shall technical evaluation require reevaluation of the data that have already been evaluated during the Supplier qualification and/or accreditation process.

7.20.2. Technical evaluation of Participants' proposals may involve the following activities:

- Visits to the Participant's production facility to check conformity to the requirements of the Procurement Documentation;
- Expert examination of the Participant's Products to check conformity to the requirements of the Procurement Documentation;
- Face-to-face negotiations on technical or commercial issues organized by the Procurement Unit, in particular, with involvement of Requester Unit representatives.

7.20.3. During the technical evaluation of Participants' Proposals, the Procurement Unit may advise / negotiate with any Participant on any provision of the Participant's Proposal technical part with a view to bringing it in conformity with the specification requirements of the Procurement Documentation. At that, the Proposal cost and payment terms set out in the Proposal commercial part may not be revised following the negotiations on the Proposal technical part, except as provided otherwise by the Procurement Documentation.

7.20.4. The Requester Unit employees shall analyze and evaluate the Proposal technical part, forward the expert examination findings to the Procurement Unit that will check evaluation completeness for each individual Proposal submitted by the Participants according to predetermined criteria (evaluation of all Participants according to all announced criteria).

7.21. Conducting Commercial Evaluation

7.21.1. The Participants' Proposals that have been subjected to technical evaluation and technical examination (as attested to by duly documented findings) shall be submitted for commercial evaluation.


7.21.1. During the commercial evaluation of Participants' Proposals, the Procurement Unit may request any missing or non-conforming information (if the information format fails to conform to the requirements of the Procurement Documentation) from the Participants.

7.21.2. During the commercial evaluation of Proposals and negotiations on the commercial aspects of the Proposal, the Procurement Unit shall be invariably required to:

- Ensure equal treatment of all Procurement Participants;
- Analyze the current market conditions to secure the best possible commercial terms;
- Ensure that the Company secures the best possible terms following the negotiations.

7.21.3. Negotiations with Procurement Participants shall be held as appropriate. All Participants must have equal chances in negotiations. If a large number of Participants is approved at the technical expert examination stage, the negotiations shall be held with at least three Participants that submitted the best Proposals. The following types of negotiations may be held:

- Commercial negotiations (re-bidding);

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- Technical negotiations;
- Technical and commercial negotiations combined.

7.21.4. There is no limit as to the number of stages in commercial negotiations, except as provided otherwise by the Procurement Documentation.

7.21.5. The negotiating stage shall not entail any changes in the specification requirements incorporated in the Procurement Documentation, except as such changes have been approved by the Requester Unit. In this case, the Procurement Unit shall notify all Participants on the relevant changes.

7.21.6. Upon completion of the procurement process, the Procurement Unit shall draw up the report on the procurement outcomes (Report). The Procurement Unit shall be responsible for commercial evaluation of Participants' proposals; shall generate and document the summary findings produced by the commercial and technical analysis of submitted Proposals. Whenever provided for by the Procurement Procedure Regulation, the summary findings shall be documented using an Evaluation Model.

7.22. Selecting the Best Proposal

7.22.1. The decision on the best Proposal shall be made pursuant to the "four eyes" principle with due regard for the totality of technical and commercial terms and documented by the report on the procurement results. By this time, all terms of the contract, including the material ones, are supposed to be agreed upon with the Participant.

7.22.1. The decision on the best Proposal may be based on the overall result of the Evaluation Model comprising factors in both technical and commercial (economic) criteria. The development and application procedure for the Evaluation Model (including the instances when the Evaluation Model is required / is not required) is outlined in the Procurement Procedure Regulation.

7.22.2. The Procurement Unit may engage in pre-contractual negotiations with the Participant whose Proposal is declared the best in order to further optimize the commercial of the winner's terms.


7.22.3. After selecting the procurement procedure winner, the Procurement Unit shall notify the relevant Winner / Winners; the other Participants shall be notified on the completion of the procurement procedure and on the success of a different Participant.

7.23. Contracting

7.23.1. In case of a procurement, it is preferable to use proforma (standard-form) contracts approved by the Company. A contract shall be awarded based on the report on the procurement results adhering to the terms laid down in the Procurement Documentation and in the Procurement Participant's Proposal declared the best with due regard for the reasonable changes agreed upon during the procurement negotiations. A contracted awarded following a procurement shall be signed within 20 business days upon notification of the Participant whose proposal was declared the best. This deadline may be extended in the instances when the Russian Federation law and by-laws require approval by the Company's Collective Management Bodies.

In addition, the requirements of the Russian Federation law and Articles of Association as they regard approval of contracts by the Management Board, Board of Directors, or General Meeting of Shareholders shall be complied with prior to entering into the contract. If the law or Company's Articles of Association require that the transaction decision be made by a collective management body (Management Board, Board of Directors, or General Meeting of Shareholders), the relevant contract may not be signed prior to the relevant decision of such management body.

7.23.1. If the Procurement Participant whose Proposal was declared the best fails to sign the contract (refuses to sign / evades signing the contract) within 20 business days upon notification or by a different deadline further agreed upon with the Participant (if an existing contract is repudiated or in case of any circumstances that make performance thereof impossible), then the Tendering Authority may reconsider the procurement procedure outcome and select a different Proposal from

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amongst the Procurement Participants' valid Proposals or choose to initiate a new procurement procedure.

7.23.2. Contract evasion shall be construed as the actions on the part of the Participant awarded the contract that prevent entry into such contract:

- a) Express written refusal to enter into the contract;
- b) Announcement of requirements concerning the contractual terms that are contrary to the terms stated earlier in the Procurement Documentation and/or in such Participant's Proposal, and to the terms agreed upon during the pre-contractual negotiations at the time of entry into the contract;
- c) Failure on the part of the Participant awarded the contract to submit the required documents prescribed by the Procurement Documentation and provided for by the Participant's Proposal prior to entry into the contract.

Evasion on the part of the Participant awarded the contract shall be documented and attached to the Procurement Documentation to justify the decision made.

7.24. Amending the Contract

7.24.1. Entry into an additional agreement entailing:

- Extension of the deadline for the counterparty's obligations under the contract;
- Changes in the types and scope of works / services to be delivered;
- Changes in the names, quantities, range, and completeness of the Products to be delivered to the Company;
- Amendments to any other contractual terms material for the Company – shall be allowed in the instances when the additional agreement is necessitated by requirements established by the very Company and/or by the counterparty's inability to perform its contractual obligations for reasons attributed to the Company.

7.24.2. Any unjustified changes in the scope of works, deadlines, terms, and/or price per unit of goods (except for the price changes that are due to price indexation agreed upon in the contract) shall entail a new procurement and entry into a separate contract (or additional agreement).

7.24.3. Entry into an additional agreement changing the contractual terms material for the Company due to breach of contractual obligations by the counterparty shall be allowed in exceptional cases strictly subject to the Procurement Director's approval, approval of the Top Manager from Requester side and, in case of payment terms revisions, with Director General Deputy for Finance and Economics.

8. Supplier Accreditation

8.1. All Participants in procurement procedures (whether competitive or not), except for procurements under EUR 10,000, shall undergo accreditation in the Supplier Database.

8.2. The Supplier accreditation procedure shall be carried out on the basis of the information communicated by the Supplier to the Company. To be accredited in the Supplier Database, a Procurement Participant shall fill in an application attaching the relevant documents in due format in accordance with the rules posted on the Company's official website.


8.3. Lack of valid accreditation may provide grounds for refusing to consider the Participant's Proposal. Upon completion of a procurement procedure, the only type of Proposal that may be declared the best is a Proposal submitted by a Participant accredited in the Supplier Database, except as prescribed otherwise by the Policy or Procedure.

8.4. A Supplier's accreditation in the Supplier Database shall be valid for one year upon approval of the decision on the Supplier's application in MS Dynamics AX.

9. Procurement Reporting and Monitoring

9.11. The Procurement Unit shall report on procurement performance based on the resolutions adopted by the Company's management bodies.

9.12. The Procurement Unit shall present quarterly and annual reports as requested by the

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Company's Management Board.

9.13. As part of its duties, the Procurement Unit shall record the following procurement (purchase) indicators:

- Procurement outcomes;
- Input to the company value;
- Total instances of "Maverick Buying";
- Number of emergency procurements.


9.4. The Procurement Director shall supervise the procurement process.

9.5. The procurement process can be audited by Unipro PJSC Internal Audit Department.

10. Amendments or Revisions

10.14. Amendments and revisions hereof shall be approved by Unipro PJSC Board of Directors.


10.15. This Policy is made in Russian and in English.

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Annex No. 1. List of Exceptions

This Policy shall not govern the relations, including payments, associated with the following types of transactions:

Type	Transactions
Commodity deals, trades and transaction management, including related fees	<ul style="list-style-type: none"> • Company's activities in the wholesale electricity (capacity) market; • Entry into contracts for activities related to consumer utility connection to power grids; • Entry into power supply contracts or electric power purchase and sale contracts with the electric power supplier of last resort; • Purchase of electric power (capacity); • Purchase of process fuel and process fuel shipping services; • Purchase of electric and heat power for housekeeping needs; • Purchase of utility services (water, sewerage, waste disposal, etc.) for housekeeping needs; • Procurement of goods, works, and services qualifying as subjects of natural monopoly from natural monopolies; • Purchase of exchange commodities on the commodity exchange.
Financial deals and transactions, including related fees	<ul style="list-style-type: none"> • Financial markets transactions and related services, including purchase and sale of securities, FX assets, property trust; • contracts for the purposes of Company's participation in organized trading (with exchange houses, central or settlement depository, clearing house, etc.); • financial transactions with Uniper SE and other companies within the same group; • Entry into contracts with credit institutions; • Purchase of shares / equity interests in companies (mergers and acquisitions).
Insurance expenses	<ul style="list-style-type: none"> • Procurement of insurance services.
Real estate transactions	<ul style="list-style-type: none"> • Acquisition of rights (ownership, lease, use, etc.) to land plots and other specific items of real estate (buildings, structures, constructions, premises, etc.) that may be procured from their owners only.
Staff costs	<ul style="list-style-type: none"> • Staff recruitment under employment or civil contracts; • Travel expenses; • Conferences (economic / business / investment forums).
Tax payments	<ul style="list-style-type: none"> • Taxes, levies, and other mandatory charges
Legal services	<ul style="list-style-type: none"> • Entry into legal services contracts; • Notary fees; • Legal costs, fines.

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Other expenses and charges	<ul style="list-style-type: none"> • Entry into contracts for services related to offsite events (hotels, transport services, computer equipment operation, catering); • Procurement of goods, works, or services that have to be purchased from particular suppliers as provided for by government authorities' regulatory acts; • Acquisition of certifications, business licenses, etc.; • Charity and sponsorship, membership fees, and other similar payments; • Contracts for annual mandatory audits of the Company's financial statements; • Procurement of goods, works, and services without carrying out any procurement procedures pursuant to the decision of the Company's Board of Directors; • Entry into contracts for consulting and information support of the Company's activities in the media environment / mass media intended to cultivate a public image and manage the Company's reputation, including communication with mass media and drafting of media materials.
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