

APPROVED BY

Resolution of the Board of Directors
Unipro PJSC
Minutes No. 312
dated May 06, 2022

**REGULATION
ON THE INTERNAL AUDIT
OF UNIPRO PUBLIC JOINT-STOCK COMPANY**

Moscow
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1. GENERAL PROVISIONS

- 1.1. These Regulations define the main tasks, functions, structure, rights and responsibilities of the Internal Audit (hereinafter – the Internal Audit) of Unipro PJSC (hereinafter – the Company), as well as relations with other organization units of the Headquarters of Unipro PJSC (hereinafter – the Headquarters) and branches of Unipro PJSC (hereinafter – the Branch).
- 1.2. The Internal Audit shall be established, reorganised, and liquidated pursuant to the relevant resolution of the Company’s Board of Directors. These Regulations shall be amended in case of reorganization of the Company’s management structure, change of tasks and functions of the Internal Audit, redistribution of duties among employees.
- 1.3. The Internal Audit is an independent organization unit of the Headquarters.
- 1.4. The Internal Audit is administratively subordinate to the General Director of the Company and functionally accountable to the Board of Directors of the Company, which is authorized to consider petitions of the Head of Internal Audit regarding material restrictions preventing proper performance of the tasks assigned to the Internal Audit.
- 1.5. The Internal Audit is headed by the Head, who is appointed and dismissed by the order of the General Director of the Company on the basis of the decision of the Board of Directors of the Company.
In the absence of the Head, the Internal Audit shall be headed by the Deputy Head of Internal Audit.
- 1.6. The position of the Head of Internal Audit shall be held by a person having the following qualifications:
 - Higher education degree (in economics, technical or legal sciences);
 - Professional experience: at least ten years of occupational work;
 - Management experience: at least three years.
- 1.7. The Head of Internal Audit shall have the following skills and competencies:
 - knowledge of the theoretical framework of internal control and internal audit;
 - knowledge of basic international standards of internal audit (The Institute of Internal Auditors, Florida, USA);
 - skills in using computer and other office equipment, as well as the necessary software (Microsoft Word, Exel, Power Point, Outlook, etc.) and the ability to use modern information technology in the work;
 - skills to work with large amounts of information and in a multitasking environment;
 - proficiency in competent Russian speech, business writing and culture of business communication;
 - knowledge of English at “Upper intermediate” level or higher.
- 1.8. The Head of Internal Audit, in accordance with the “Regulation on the Procedure for Human Resources Management at Unipro PJSC” (hereinafter – the PHRM), shall be classified as “Other Managers” and shall pass testing of knowledge of rules and regulations, training, briefings and professional development in accordance with the PHRM according to the personnel category specified in this paragraph of the Regulation.
- 1.9. In its activities, the Internal Audit shall be guided by:
 - current legislation of the Russian Federation relating to the competence of the Internal Audit;

- Company's Articles of Association;
 - resolutions of the General Shareholders' Meeting, the Board of Directors and the Company's Management Board;
 - Uniper's Internal Audit Manual;
 - this Regulation;
 - orders of the General Director of the Company to the extent not contradicting this Regulation.
- 1.10. The Head of Internal Audit shall know and follow:
- provisions of current Russian legislation related to the competence of the Internal Audit;
 - Code of Corporate Conduct approved by the Company's Board of Directors;
 - Internal Labour Rules for the Moscow Representative Office (Headquarters) of the Company;
 - Regulation on the Procedure for Human Resources Management at Unipro PJSC, or any other local regulatory act adopted by the Company to replace the aforementioned one;
 - requirements of current revisions of regulatory and technical documentation on occupational health and safety, industrial and fire safety, which govern his/her activities within his/her official duties, including, but not limited to:
 - the Company's instructions on occupational safety for users of personal computers in the current revision;
 - the Company's instruction on occupational safety for users of copying and duplicating machines in the current revision;
 - the Company's instruction on occupational safety for office workers in the current revision;
 - the fire safety instruction in the current revision;
 - Other local regulations in effect and binding on the Company, which the Head of the Internal Audit has been familiarized with against his/her signature.

2. STRUCTURE

- 2.1. The structure and headcount of the Internal Audit shall be approved by the General Director of the Company, based on the conditions and peculiarities of the Company and Internal Audit activities, in accordance with the local regulations governing the staffing pattern approved in the Company.
- 2.2. Employees of the Internal Audit shall be appointed and dismissed by the order of the General Director of the Company as advised by the Head of Internal Audit in accordance with the local regulations approved in the Company governing the competitive selection and the procedure for hiring, transfer and dismissal of the Company's personnel.
- 2.3. The Head of Internal Audit is directly and functionally subordinated and reports to the Company's Board of Directors, and is administratively subordinated to the General Director of the Company.
- 2.4. The Internal Audit is composed of employees responsible for specific areas of work of the Internal Audit. The distribution of responsibilities among the employees of the Internal Audit shall be carried out by the Head of Internal Audit.
- 2.5. Instructions and orders of the Head of Internal Audit shall be binding on the Department employees.

3. OBJECTIVES & GOALS

- 3.1. The main goals of the Internal Audit are:
 - 3.1.1. providing reasonable assurance that the Company achieves its goals and objectives in accordance with general practices, internal standards and requirements;
 - 3.1.2. ensuring reasonable confidence in adequacy, functionality, reliability and efficiency of the Company's internal control and risk management systems, as well as information systems;
 - 3.1.3. assessing efficiency and productivity of the Company's processes and functions;
 - 3.1.4. ensuring safekeeping of the Company's assets and control over the Company's compliance with the legal requirements.
- 3.2. The main objectives of the Internal Audit are:
 - 3.2.1. generating and amending the annual internal audit plan;
 - 3.2.2. setting up and carrying out internal audits according to the approved annual plan;
 - 3.2.3. setting up and carrying out unscheduled internal audits, internal investigations, and fraud investigations;
 - 3.2.4 other tasks of the Internal Audit not directly related to planning and carrying out internal audits.
- 3.3. The tasks entrusted to the Internal Audit shall be implemented through performance of the functions provided for herein.

4. FUNCTIONS

- 3.4. Within the main objectives specified in Clause 3.2 hereof and in accordance with the requirements of legislation and internal regulations of the Company, the Internal Audit shall perform the following functions in the Company, including, but not limited to:
 - 4.1.1. With regard to "generating and amending the annual internal audit plan":
 - 4.1.1.1. conducting interviews with the Company's management in order to collect information on major projects and business areas, inherent risks, changes in legislation;
 - 4.1.1.2. preparing the annual internal audit plan according to the risk-based approach for the Company's core business processes;
 - 4.1.1.3. approval of the annual internal audit plan by the Company's Board of Directors;
 - 4.1.1.4. amending the annual internal audit plan in line with the flexible approach to planning.
 - 4.1.2. With regard to "setting up and carrying out internal audits according to the approved annual plan";
 - 4.1.2.1. collaborating with the Company's organization units during internal audits;
 - 4.1.2.2. reviewing and comparing the documents and data provided during the audit, preparing working documents to be used when drawing up the audit report;
 - 4.1.2.3. reviewing and developing recommendations aimed at improving the performance and efficiency of the Company's business processes;

- 4.1.2.4. conducting a performance review and evaluation of the internal control system, developing recommendations aimed at improving its performance;
- 4.1.2.5. conducting a performance review and evaluation of the risk management system, developing recommendations aimed at improving its performance;
- 4.1.2.5. conducting an evaluation of the Company's corporate governance system;
- 4.1.2.6. compiling a list of and engaging in discussions of evidence, violations, measures developed to rectify such violations, and proposals aimed at improving the business processes and elements of the internal control system and elements of the risk management system with the representatives of the organization units involved in the internal audit;
- 4.1.2.7. reporting the findings of internal audits, measures aimed at rectifying the violations, and proposals aimed at improving the business processes and systems to the Company's General Director, Board of Directors, and Corporate Audit Department of Uniper SE;
- 4.1.2.8. recording, systematising, and monitoring implementation of measures aimed at rectifying the violations revealed in the business processes and systems and implementation of the proposals aimed at improving such business processes and systems;
- 4.1.2.9. involving representatives of Uniper SE's Corporate Audit Department as auditors/advisers during the audits whenever necessary;
- 4.1.3. With regard to "setting up and carrying out unscheduled internal audits, internal investigations, and fraud investigations":
 - 4.1.3.1. detecting signs of fraud;
 - 4.1.3.2. participating in fraud investigations;
 - 4.1.3.3. active interaction with the Company's Compliance Officer at all stages of in-house investigations, from informing about a potential fraud case to issuing a fraud investigation report;
 - 4.1.3.4. issuing recommendations for process improvement and monitoring the application of recommended post-investigation measures.
- 4.1.4. With regard to "other tasks of the Internal Audit not directly related to planning and carrying out internal audits":
 - 4.1.4.1. provision of advice to the Company's management and employees on improvement of business processes;
 - 4.1.4.2. reviewing the standards, regulations, guidelines, and other documents approved and used by the Company for relevance;
 - 4.1.4.3. reviewing the internal regulations and drafting proposals aimed at improving the said regulations;
 - 4.1.4.4. interaction with the Company's advisers and external auditor;
 - 4.1.4.5. improvement of audit procedures and methods of storage and processing of working documentation by means of digital analytical solutions (tools).
- 3.5. Within the existing Company's health and safety management system, the Head of Internal Audit shall have the following responsibilities:
 - ensuring the required and safe working conditions at workplaces of the Internal Audit employees;
 - provision of regulatory, technical and design documentation to the Internal Audit employees with addressing of safety issues in the course of works;

- control over the state of occupational health and safety in the Internal Audit;
- control of timely passing of periodic medical examinations by the employees of the Internal Audit;
- maintaining equipment provided by the Company for the Head and employees of the Internal Audit to perform their assigned duties in a condition that ensures its safe maintenance;
- improving the competence of the Internal Audit employees, including his/her own, to comply with occupational health and safety standards;
- ensuring that subordinate employees comply with OHS requirements in accordance with the regulatory legal acts of the Russian Federation, organisational and administrative documents of superior organisations, state and departmental OHS supervision authorities, as well as job descriptions, internal labour regulations, and employment contracts.

3.6. As part of the production process organization in the Internal Audit and implementation of main managerial functions, the Head of Internal Audit shall be entrusted, inter alia, with the following responsibilities:

- development, organization of coordination and approval of job descriptions of the Internal Audit employees;
- development, organization of coordination and approval of the Regulation on the Internal Audit, making amendments/changes thereto;
- development, coordination and approval of test plans for newly hired employees of the Internal Audit, review and approval of reports on the passage of the test by the Internal Audit employees, generation of reports on the test results;
- admitting the employees of the Internal Audit to actual performance of their work after (1) all instructions, mandatory examinations, interviews and trainings have been passed, and (2) the employee has become familiar with the mandatory local regulations of the Company and (3) an agreement on material responsibility (in cases provided for by the law) has been signed;
- organization of the production process in the Internal Audit, effective management of the Internal Audit employees;
- ensuring advanced training of the Internal Audit personnel, organizing and controlling the HR management in accordance with the PHRM;
- exercising control over timely commencement and termination of work and over the proper use of working hours by the Internal Audit employees during the working day, coordinating/approving the timesheet, ensuring accurate recording of the duration of overtime work of the Internal Audit employees on the timesheet;
- control over compliance with the Internal Labour Rules of the Headquarters by the Internal Audit employees;
- generating a general vacation schedule for the Internal Audit employees within the deadlines set by the Company's HR Management Internal Audit;
- participation in the process of managing and assessing the performance of the Internal Audit employees in terms of (i) setting individual targets for the reporting financial year for the annual bonus and (ii) assessing the achievement of the targets by the employees of the Internal Audit;
- approval of regular and additional paid vacations, unpaid vacations, days of absence due to unforeseen circumstances (only for the Headquarters) for the employees of the Internal Audit in accordance with the local regulations of the Company;
- other duties stipulated by the local regulations of the Company.

5. PERFORMANCE CRITERIA

- 5.1. For timely and quality performance of functions and tasks employees of the Internal Audit can be encouraged using all measures in accordance with Art. 191 of the Labour Code of the Russian Federation on the basis of orders of the General Director of the Company or the officer performing his duties.
- 5.2. The criteria for performing the functions of the Internal Audit are:
- 5.2.1. quality and timeliness of implementation of the approved annual internal audit plan;
 - 5.2.2. quality of execution of working documentation on internal audits;
 - 5.2.3. level of labour and performance discipline.
- 5.3. According to the above criteria, assessment of the Head of Internal Audit and each employee of the Internal Audit is carried out by the Company's General Director. This assessment is carried out in accordance with the remuneration system approved by the Company.

6. RIGHTS

- 6.1. The Head and employees of the Internal Audit, in accordance with the distribution of duties, have the right to:
- organize implementation of decisions taken by the Company's management bodies, give recommendations and explanations on their implementation to the Company's organization units, including to Branches;
 - get access to any information, documents (of any confidentiality level) and other information of the Company required to perform the functions and tasks assigned to the Internal Audit, as well as to have the rights to "read" in any information system of the Company. This right with respect to information or documents containing information that constitutes a state secret may be exercised in accordance with the procedure established for dealing with documents classified as state secret;
 - receive reports on the results of external audits and tax audits of the Company;
 - have unhindered access to office spaces, warehouses, areas, etc. for the purposes of the audits carried out;
 - require full or partial stocktaking of assets and/or inventories (or conduct them personally with the participation of involved persons) as agreed with the Head of Internal Audit;
 - receive oral or written explanations from the Company's employees of the business processes or systems being audited on issues arising in the course of audits;
 - seal the premises provided for audit in order to ensure safety of the documents therein;
 - independently maintain correspondence with organization units of the Branches on issues related to the competence of the Internal Audit.
- 6.2. The Head of Internal Audit has the right to:
- represent the Company in state administration bodies and other organizations and enterprises by POA on issues within the competence of the Internal Audit;

- sign documents related to implementation of the duties assigned to the Internal Audit and the rights granted to it in accordance with the procedure and within the limits set by the Company;
- apply to the executive body of the Company with a demand to apply penalties against persons guilty of obstructing the audit in case they provide unreliable documents, refuse to provide information or written justifications, create other obstacles for internal audits;
- issue instructions on the organization of work of the Internal Audit;
- make proposals to the Company's management regarding hiring and dismissal of the Internal Audit employees, setting their salaries and allowances in accordance with the established procedure;
- make proposals to the Company's management to encourage the Internal Audit employees and to take disciplinary actions against them in accordance with the established procedure.

7. LIABILITY

- 7.1. The Head and employees of the Internal Audit, in accordance with the distribution of rights and duties stipulated by this Regulation and job descriptions, shall be responsible for:
- 7.1.1. performance of the Internal Audit, losses caused to the Company as a result of their actions or omissions;
 - 7.1.2. timeliness and efficiency of performance of the functions stipulated hereby;
 - 7.1.3. provision of unreliable information on the status of execution of assignments falling within the competence of the Internal Audit;
 - 7.1.4. violation of health, safety and fire safety requirements;
 - 7.1.5. safeguarding of trade secrets and other confidential information of the Company that disclosed in the course of performance of job duties;
 - 7.1.6. implementation of resolutions of meetings of shareholders, the Board of Directors, the Company's Management Board, Orders and Instructions of the General Director of the Company;
 - 7.1.7. violation of the current legislation of the Russian Federation, local regulations of the Company, including rules of internal labour order and Code of Corporate Conduct, labour and production discipline;
 - 7.1.8. ensuring safety of the property held by the Internal Audit;
 - 7.1.9. compliance of the draft orders, instructions, regulations, resolutions and other administrative and regulatory documents to be signed with the applicable laws and local regulations of the Company;
- 7.2. The Head of Internal Audit is personally responsible for activities of the Internal Audit, for the losses incurred to the Company and the shortfall in income caused by non-performance or improper performance of the tasks and functions assigned to the Internal Audit, non-use of the granted rights.
- 7.3. Responsibilities of the Internal Audit employees shall be also established by job descriptions and other local regulations of the Company.

8. RELATIONSHIPS (OFFICIAL TRAFFIC)

To perform the functions stipulated by this Regulation, the Internal Audit shall arrange interaction with all organization units of the Company's Headquarters and Branches.

The Internal Audit shall receive:

- Documents and information requested;
- Comments on the facts contained in the draft audit reports.

The Internal Audit shall provide:

- Notifications of internal audits;
- Requests for documents and information;
- Requests for interviews;
- Requests for access to necessary facilities;
- Draft internal audit reports for information;
- Information on all unimplemented measures to eliminate irregularities identified in the course of audits and unprocessed proposals on business process improvement by the organization units.