

EXTRACT FROM MINUTES
of meeting of the Board of Directors of Rosseti Centre, PJSC
(in the form of absent voting)

«17» January 2023

Moscow

No. 03/23

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **E.V. Andreeva, A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, E.V. Lyapunov, D.V. Krainskiy, I.V. Makovskiy, A.V. Morozov, A.A. Polinov.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

Date of the minutes: **20.01.2023.**

Item 1. On the independence of members of the Board of Directors of Rosseti Centre, PJSC.

Decision regarding para. 1...

Decision regarding para. 2:

2.1. In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Maria Vyacheslavna Korotkova with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter referred to as the Rules), and the recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 30.11.2022 (Minutes # 17/22), to recognize M.V. Korotkova as an independent director despite her formal criteria of relation:

2.1.1. with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):

- M.V. Korotkova holds the position of a member of the Board of Directors in Rosseti South, PJSC and Rosseti Volga, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

2.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):

- M.V. Korotkova holds the position of a member of the board of directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company – Rosseti Centre, PJSC, Rosseti South, PJSC and Rosseti Volga, PJSC.

2.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):

- M.V. Korotkova holds the position of a member of the Board of Directors of Rosseti South, PJSC and Rosseti Volga, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 30.09.2022 and 2% of the consolidated proceeds (income) of the Company as of 31.12.2021.

2.2. To note that no other relation criteria have been identified.

2.3. To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by M.V. Korotkova of her position on agenda items of meetings of the Board of Directors of the Company, her ability to accept objective, conscientious and

independent of the influence of executive bodies of Rosseti Centre, PJSC, significant shareholder and substantial counterparty decisions based on the following:

2.3.1. M.V. Korotkova has no obligation to vote in accordance with voting instructions and a position formed by the controlling shareholder of the Company – PJSC Rosseti. There is no obligation either to vote in accordance with directives of the entity controlling the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

2.3.2. M.V. Korotkova participates in the work of the Boards of Directors of companies in the energy complex (Rosseti Volga, PJSC (since 2017), Rosseti South, PJSC (since 2020), including as an independent director at Rosseti Centre, PJSC and Rosseti Volga, PJSC. According to the Board of Directors, experience in the fuel and energy sector allows M.V. Korotkova to effectively apply it when considering issues related to the development and improvement of indicators of the financial and economic activities of the Company, positioning the Company in the electric power market, and protect the interests of the Company.

2.3.3. M.V. Korotkova as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 30.06.2021 # 23/21, of 27.07.2022 # 39/22), has been the head of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC since July 2022 to the present day and takes an active part in all convened meetings of the Board of Directors and the Audit Committee of the Board of Directors of the Company (100% participation).

2.3.4. Rosseti South, PJSC and Rosseti Volga, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC based on the following:

- The agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. In addition, when the Board of Directors of the Company makes a decision to agree to a transaction with PJSC Rosseti as a related party transaction, M.V. Korotkova did not participate in voting;
- PJSC Rosseti since 2009 has been providing Rosseti Centre, PJSC services for organizing the operation and development of the power grid complex. The services under the agreement are of a system-wide nature in the power grid complex, the economic feasibility of expenses for which has been repeatedly confirmed by the regulatory authorities. In addition, when the Board of Directors of the Company makes a decision to agree to a transaction with PJSC Rosseti as a related party transaction, M.V. Korotkova did not participate in voting.

2.4. To note that the decision to recognize the member of the Board of Directors M.V. Korotkova as an independent director is reasonable and motivated.

2.5. M.V. Korotkova in 2022 signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

Voting results regarding para. 2:

- | | | |
|----|---------------------------------|---------------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «AGAINST» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 7. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Andrey Vladimirovich Morozov | - «ABSTAINED» |

10. Alexey Alexandrovich Polinov - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

Decision regarding para. 2 is taken.

In accordance with the methodological recommendations of PJSC Moscow Exchange, M.V. Korotkova abstained from voting on the question of recognizing her candidacy as an independent director.

Minutes signed by:

Chairperson of the Board of Directors

E.V. Lyapunov

Corporate Secretary

S.V. Lapinskaya

Extract is correct:

Corporate Secretary
of Rosseti Centre, PJSC
20.01.2023

S.V. Lapinskaya