



ITEM № 5 ON APPROVAL OF THE AUDITOR OF THE COMPANY

17 June 2022

ITEM № 5 «ON APPROVAL OF THE AUDITOR OF THE COMPANY»

Explanatory information on the item (description of the procedure for selecting the external auditor, details of the proposed remuneration of the external auditor)

In accordance with Federal Law dated 26.12.1995 № 208-FZ "On Joint-Stock Companies", the agenda of the Annual General Meeting of Shareholders of the Company should include the issue of approving the auditor.

Federal Law dated 26.12.1995 № 208-FZ "On Joint-Stock Companies" does not specify the term and procedure for nominating an auditor to be included in the voting list on the issue of approving the Company's auditor. The Federal Law does not give shareholders the right to nominate an auditor either.

In this regard, the candidacy of the auditor for approval at the Annual General Meeting of Shareholders of the Company shall be determined by the Board of Directors of the Company within the framework of the preparation of the Annual General Meeting of Shareholders of the Company.

The terms of the procurement procedures for the selection of an external auditor for the right to conclude an agreement on the audit of the Company's financial statements were previously reviewed by the Audit Committee of the Board of Directors of the Company on 07.02.2022 (Minutes No. 03/22), according to which the initial (maximum) purchase price is determined in the amount of 8 250 000,00 RUB with VAT.

PJSC Rosseti on the basis of the order received from Rosseti Centre, PJSC conducted a centralized electronic tender on a single electronic trading platform (www.rosseti.roseltorg.ru) for the right to conclude an agreement to audit statements for the needs of subsidiaries and dependent companies of PJSC Rosseti, including for Rosseti Centre, PJSC, in accordance with RAS and IFRS for 2022. According to the results of the Tender, the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (the leader of the collective participant) (former name - Ernst & Young LLC) and JSC Audit Company "DELOVOY PROFILE" (the member of the collective participant) was recognized as the Successful Bidder (Minutes of the meeting of the Tender Commission dated 12.05.2022 №7/468r), the proposal of which was recognized as the best.

CATR - Audit Services LLC has been operating in the market of audit and consulting services in Russia since 2002. CATR - Audit Services LLC is a member of the Self-Regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and is included in the register of auditors and audit organizations of SRO AAS under main registration number 12006020327. In July 2016, CATR - Audit Services LLC received a certificate of compliance No. ROSC RU.0507.16 MOBSI/GOS, confirming that the organization's quality management system complies with the requirements of the international standard GOST R ISO 9001-2015 (ISO 9001:2015). CATR - Audit Services LLC is a member of the international network of firms Ernst & Young Global Limited (EY), but is currently in the process of leaving the EY network. In the period before signing the contract for the provision of audit services, as well as during the term of the contract, it may cease to be one. The auditor's report, as well as other reports, will be issued under a new name and may not contain a trademark owned by the international Ernst & Young Global (EY) network.

JSC Audit Company "DELOVOY PROFILE" has been operating in the market of audit and consulting services in Russia since 1995. JSC Audit Company "DELOVOY PROFILE" is a member of the Self-Regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and is included in the register of auditors and audit organizations of SRO AAS under main registration number 11606087136. JSC Audit Company "DELOVOY PROFILE" has experience in providing audit and related audit services to the largest public and private Russian companies (metallurgy, fuel and energy complex, construction, etc.). According to the analytical agency RAEX, over the past 10 years, the DELOVOY PROFIL Group has been included in the list of the largest audit and consulting companies in Russia.

CATR - Audit Services LLC and JSC Audit Company "DELOVOY PROFILE" fully comply with the requirements of Article 8 "Independence of Auditing Organizations, Auditors" of Federal Law No. 307-FZ of 30 December 2008 "On Auditing Activities" and the Rules for the Independence of Auditors and Auditing Organizations.

On 19 May 2022 (Minutes No. 10/22), the Audit Committee recognized the association of auditors as part of CATR - Audit Services LLC and JSC Audit Company "DELOVOY PROFILE" to comply with the principles of independence, objectivity and recognized the absence of a conflict of interest between the association of auditors and the Company.

The Board of Directors at a meeting on 20 May 2022 (Minutes No. 27/22) adopted the recommendations of the Audit Committee on the proposal to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC to approve the association of auditors as part of CATR - Audit Services LLC and JSC Audit Company "DELOVOY PROFILE" and at the same meeting determined the cost of the auditor's services in accordance with the recommendations of the Audit Committee issued on the basis of the procurement procedures.

The Agreement with the auditor will enter into force after the approval of the auditor by the Annual General Meeting of Shareholders of the Company.

FOR REFERENCE, the cost of the auditor's services rendered to the Company for the period of 2017-2022

Period	Auditor name	Price, thous. RUB with VAT
2022	the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (the leader of the collective participant) and JSC Audit Company "DELOVOY PROFILE" (the member of the collective participant)	7 359
2021	Ernst & Young LLC	7 500
2020	Ernst & Young LLC	5 631
2019	Ernst & Young LLC	5 631
2018	Ernst & Young LLC	5 537
2017	RSM RUS LLC	2 856

Draft resolution on item № 5

To approve the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) (former Ernst & Young LLC) and JSC Audit Company "DELOVOY PROFILE" (TIN 7735073914) (the member of the collective participant) as the Auditor of the Company.

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Information on the external auditor nomination of Rosseti Centre, PJSC - the Association of Auditors (the collective participant):

Full company name of the auditor	Limited Liability Company "Centre - Audit Technologies and Solutions - Audit Services" (CATR - Audit Services LLC)	Joint Stock Company Audit Company "DELOVOY PROFILE" (JSC AC "DELOVOY PROFILE")
Primary State Registration Number:	1027739707203 date of entry 05.12.2002	1027700253129 date of entry 26.09.2002.
Taxpayer Identification Number (TIN)	7709383532	7735073914
Record Validity Code (KPP)	770501001	771701001
Russian Business and Organization Classification (OKPO)	59002827	40371462
Russian Standard Industrial Classification of Economic Activities (OKVED)	69.20.1	69.20.1
Registered office:	Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russia	129085, Moscow, Zvezdny Boulevard, 21 building 1, floor 7 r No.1, p.room No.7
Postal address:	Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russia	129085, Moscow, Zvezdny Boulevard, 21 building 1, floor 7 r No.1, p.room No.7
Telephone:	+7 (495) 755-97-00	+7 (495) 740-16-01
Fax:	+7 (495) 755-97-01	
E-mail, Auditor's website	pr@ru.ey.com https://www.ey.com/ru_ru	https://delprof.ru/
Membership in a self-regulatory organization of auditors:	Member in the Self-regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and included in the register of auditors and audit organizations of the SRO AAS under main registration record number 12006020327	Member in the Self-regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and included in the register of auditors and audit organizations of the SRO AAS under main registration record number 11606087136

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Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on the assessment of the candidacy of the external auditor - the Association of Auditors (the collective participant):



Public joint stock company
«Rosseti Centre»

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

19 May 2022 Moscow No. 10/22

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 3 persons.

Participants of the voting: M.V. Korotkova, A.I. Krupenina, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC was taken into account at drawing up of the minutes.

Date of the minutes: 19.05.2022.

Item 3. On preliminary consideration of the candidacy of the external auditor of the Company for the audit of the financial statements of the Company for 2022.

Decision:

To recommend that the Board of Directors of the Company to propose to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC to approve the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) (former Ernst & Young LLC) and JSC Audit Company "DELOVOY PROFILE" (TIN 7735073914) (the member of the collective participant) as the Auditor of Rosseti Centre, PJSC.

Decision taken unanimously.

Minutes signed by:

Chairperson of the Audit Committee

A.V. Shevchuk

Secretary of the Audit Committee

S.V. Lapinskaya

Extract is correct:

Secretary of the Audit Committee
of the Board of Directors
of Rosseti Centre, PJSC
19.05.2022

S.V. Lapinskaya

CONDITION	the Association of Auditors (the collective participant)	
	CATR - Audit Services LLC (the leader of the collective participant)	JSC AC "DELOVOY PROFILE" (the member of the collective participant)
General Director of the Auditor and his deputies are not founders (participants) of Rosseti Centre's entities, their officials, accountants and other persons responsible for the organization and conduct of accounting and preparation of financial statements in Rosseti Centre	COMPLIES	COMPLIES
General Director of the Auditor and his deputies are not closely related (parents, spouses, brothers, sisters, children, as well as brothers, sisters, parents and children of spouses) with the founders (participants) of Rosseti Centre, their officials, accountants and other persons responsible for the organization and conduct of accounting and preparation of financial statements in Rosseti Centre	COMPLIES	COMPLIES
Rosseti Centre in relation to the Auditor is not a founder (participant), the Auditor in relation to Rosseti Centre, subsidiaries, branches and representative offices of Rosseti Centre is not a founder (participant)	COMPLIES	COMPLIES
The Auditor did not provide, for the three years immediately preceding the audit, services for the restoration and maintenance of accounting records, as well as for the preparation of financial statements to individuals and legal entities with respect to these persons	COMPLIES	COMPLIES
The Auditor is not a founder (participant) of Rosseti Centre, its managers, accountants and other persons responsible for the organization and maintenance of accounting records and preparation of financial statements	COMPLIES	COMPLIES
The Auditor is not closely related to founders (participants) of Rosseti Centre, its officials, accountants and other persons responsible for the organization and maintenance of accounting records and the preparation of financial statements, (parents, spouses, brothers, sisters, children, as well as brothers, sisters, parents and children of spouses)	COMPLIES	COMPLIES
The Auditor in relation to Rosseti Centre is not an insurance organization with which the Auditor has concluded liability insurance agreements	COMPLIES	COMPLIES
The procedure for payment and the amount of remuneration to the Auditor for an audit (including compulsory) and the provision of related services are determined by contracts for the provision of audit services and cannot be made subject to any requirements of audited entities on the content of findings that may be made as a result of the audit	COMPLIES	COMPLIES