



ITEM № 3
ON ELECTION OF MEMBERS OF THE BOARD OF
DIRECTORS OF THE COMPANY

09 June 2023

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Explanatory information on the item

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 election of members of the Board of Directors of the Company.

In accordance with Article 53 of Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, paragraph 13.1 of Article 13 of the Articles of Association of the Company, shareholders (a shareholder) of the Company, who collectively own at least 2 (two) percent of the Company's voting shares, within 60 (sixty) days after the end of the fiscal year, have the right to raise issues in the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the number of members of the relevant body.

In accordance with paragraph 16.1 of Article 16 of the Articles of Association of the Company, the composition of the Board of Directors of the Company is 11 (eleven) persons.

By the end of the deadline for accepting offers (01.03.2023), the Company received 2 proposals to nominate candidates to the management bodies of Rosseti Centre, PJSC from the following shareholders holding more than 2% of the Company's voting shares:

- PJSC Rosseti - 50,69 % of the authorized capital (8 candidates);
- SOYUZ ENERGO LLC - 2,73 % of the authorized capital (4 candidates).

By the decision of the Board of Directors of the Company dated 06.03.2023 (Minutes No. 14/23), 12 nominees were included in the list of candidates for voting on elections to the Board of Directors of Rosseti Centre, PJSC.

It is recommended to elect to the Board of Directors of the Company individuals who have an impeccable business and personal reputation, who possess the professional knowledge, skills and experience necessary to take decisions within the competence of the Board of Directors, competent in a range of issues that cover both the main scope of the Company's business and individual industries and regions in which the Company operates.

In addition, in accordance with the Listing Rules of PJSC “Moscow Exchange”, candidates for the members of the Board of Directors are required to be independent. Thus, independent directors should constitute at least 1/3 of the elected members of the Board of Directors of the Company.

The Personnel and Remuneration Committee on 07.04.2023 (Minutes No. 06/23) assessed all candidates for compliance with:

- The Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC “Moscow Exchange” - in terms of requirements for independent directors for the purpose of finding the Company's shares in the Second Quotation List;
- The Regulation on the General Meeting of Shareholders of the Company and recommendations of the Bank of Russia (Letter dated 22.04.2020 № IN-06-28/80) - in terms of the requirements for professional knowledge, skills and experience of the candidates, actual needs of the Board of Directors regarding the necessary competencies and personal qualities of candidates (“Competence Matrix”);
- The Code of Conduct of the Company - in terms of the requirements for the business reputation of the candidates.

Based on the evaluation of the candidates for election to the Board of Directors of the Company, the Personnel and Remuneration Committee approved the results of the preliminary assessment of candidates for members of the Board of Directors of Rosseti Centre, PJSC and recommended that the Board of Directors of the Company include them in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, according to which:

- 1 candidate fully meets all the criteria for independence;
- 4 candidates may be recognized by the Board of Directors of the Company as independent directors, taking into account the fact that their relationship with the Company and/or with a significant shareholder of the Company and/or with a significant counterparty of the Company is of a formal nature and will not affect their independence in forming a position on agenda items of the Board of Directors, on their ability to make objective and conscientious judgments, independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company.

Draft resolution on item № 3

To elect the following Company's Board of Directors*:

№	Full name of the candidate	Position, place of work of the candidate (at the date of nomination)
1	Evgeny Viktorovich Lyapunov	Deputy Director General - Chief Engineer of PJSC Rosseti
2	Elena Viktorovna Andreeva	Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti
3	Maxim Sergeevich Agafonov	Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti
4	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
5	Yulia Alexandrovna Leshchevskaya	Deputy Director General for Strategy of PJSC Rosseti
6	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
7	Andrey Petrovich Tulba	Director for Economics - Head of the Economics Department of PJSC Rosseti
8	Maria Vyacheslavna Korotkova	
9	Alexander Viktorovich Golovtsov	
10	Vitaly Yuryevich Zarkhin	
11	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrosentraladka"
12	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors

* in accordance with item 16.1. of Article 16 of the Articles of Association of Rosseti Centre, the Board of Directors of the Company consists of 11 (Eleven) persons.

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»
Information on the Candidates to the Board of Directors of Rosseti Centre, PJSC:

No	Full name of the Candidate	Nationality	Position, Place of Employment of the Candidate (on the date of nomination)	Full name/Name of the shareholder who proposed the Candidate to be included into the list for voting to be elected for the Company's Board of Directors / Quantity of the Company's voting shares, owned by the shareholder, %	Availability of consent to election
1	Evgeny Viktorovich Lyapunov	RF	Deputy Director General - Chief Engineer of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
2	Elena Viktorovna Andreeva	RF	Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
3	Maxim Sergeevich Agafonov	RF	Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
4	Maria Alexandrovna Dokuchaeva	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
5	Yulia Alexandrovna Leshchevskaya	RF	Deputy Director General for Strategy of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
6	Igor Vladimirovich Makovskiy	RF	General Director of Rosseti Centre, PJSC	PJSC «Rosseti» / 50,69%	Available
7	Andrey Petrovich Tulba	RF	Director for Economics - Head of the Economics Department of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
8	Maria Vyacheslavna Korotkova	RF		PJSC «Rosseti» / 50,69%	Available
9	Alexander Viktorovich Golovtsov	RF		SOYUZ ENERGO LLC / 2,73%	Available
10	Vitaly Yuryevich Zarkhin	RF		SOYUZ ENERGO LLC / 2,73%	Available
11	Alexey Nikolayevich Zharikov	RF	Adviser, JSC "Elektrotsentraladka"	SOYUZ ENERGO LLC / 2,73%	Available
12	Andrey Vladimirovich Morozov	RF	Legal Director, Association of Institutional Investors	SOYUZ ENERGO LLC / 2,73%	Available

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information on the professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
1	Evgeny Viktorovich Lyapunov	1981	23.12.2022	<p>2003, Ivanovo State Power Engineering University Specialization: Electric power systems and grids Qualification: Electrical Engineer</p>	<p>03.2023 – till current – Member of the Management Board of PJSC «Rosseti» 11.2022 – till current – Deputy Director General - Chief Engineer of Public Joint Stock Company «Federal Grid Company - Rosseti» 11.2022 – 01.2023 – Chief Adviser of PJSC «Rosseti» (part-time work) 11.2021 - 10.2022 - Adviser to First Deputy Director General - Chief Engineer of PJSC «FGC UES» 06.2020 - 11.2022 - First Deputy Director General - Chief Engineer of the Branch of PJSC «FGC UES» MES Centre 06.2019 - 05.2020 - Director General of the Branch of PJSC «FGC UES» MES West Siberia 07.2015 - 06.2019 - Deputy Director General - Chief Engineer of the Branch of PJSC «FGC UES» MES Centre</p>	<p>Chairman of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region», JSC «Rosseti Digital», JSC «Mobile GTES»</p> <p>Member of the Board of Directors: PJSC «Rosseti Lenenergo», PJSC «Rosseti Moscow Region», JSC «Rosseti Tyumen», JSC «Elektromagistral»</p> <p>Nominated for election to the Board of Directors: JSC «Rosseti Tyumen», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Lenenergo», JSC «Rosseti Digital», JSC «Mobile GTES», PJSC «Rosseti Moscow Region», JSC «Elektrosetservis ENES», JSC «Elektromagistral»</p>
2	Elena Viktorovna Andreeva	1974	23.12.2022	<p>1997, Ivanovo State Power Engineering University Specialization: Economics and Management at Energy Enterprises Qualification: Economist - manager</p>	<p>11.2022 – till current – Deputy Director General for Sale of Services and Transport of Electric Energy of Public Joint Stock Company «Federal Grid Company - Rosseti» 11.2022 – 01.2023 – Chief Adviser of PJSC «Rosseti» (part-time work) 04.2021 – 12.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo MO 04.2021 – 12.2022 – Member of the Board of Directors of LLC Peterburgteploenergo 12.2021 – 12.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo Kazan 07.2021 – 02.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo North-West 05.2008 - 09.2022 - Deputy General Director for Sales of OJSC Mosenergo</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre», OJSC «IDGC of Urals»</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», OJSC «IDGC of Urals», PJSC «Rosseti Siberia», PJSC «Rosseti Northern Caucasus», JSC «Yantarenergosbyt»</p>

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
3	Maxim Sergeevich Agafonov	1980	Was not elected	<p>2003, Moscow State Academy of Fine Chemical Technology named after M.V. Lomonosov Specialization: Management Qualification: Bachelor of Management</p> <p>2004, Moscow State Academy of Fine Chemical Technology named after M.V. Lomonosov Specialization: Economics and enterprise management (chemical industry) Qualification: Economist-manager</p> <p>2010, Non-State Educational Institution of Higher Professional Education "Institute of Finance, Economics and Rights of Reserve Officers" Specialization: Jurisprudence Qualification: Lawyer</p>	<p>07.2021 – till current – Director for Property Relations - Head of the Property Relations Department of Public Joint Stock Company «Federal Grid Company - Rosseti»</p> <p>07.2021 – 12.2022 – Director for Property Relations - Head of the Property Relations Department of PJSC «Rosseti» (part-time work)</p> <p>04.2018 - 07.2021 - Property Management Director - Head of Property Management Department of PJSC «Rosseti Lenenergo»</p> <p>09.2011 - 04.2018 - Head of Asset Management. Deputy Director for Property Issues of OJSC «OEK»</p>	<p>Member of the Board of Directors: JSC «FTC», JSC «NIC EES», JSC «ENIN»</p> <p>Nominated for election to the Board of Directors: PJSC «TRK», JSC «CIUS EES», JSC «ENIN», JSC «NIC EES», JSC «Rosseti Yantar»</p>
4	Maria Alexandrovna Dokuchaeva	1979	17.06.20222	<p>2000, Lomonosov Moscow State University Specialization: Economics Qualification: Bachelor</p> <p>2002, Lomonosov Moscow State University Specialization: Management Qualification: Master's degree</p>	<p>01.2023 – till current – Chief Adviser Public Joint Stock Company «Federal Grid Company - Rosseti»</p> <p>04.2021 – 12.2022 – Chief Adviser PJSC «Rosseti»</p> <p>08.2018 – 05.2021 – Press Secretary of PJSC «Novatek»</p> <p>03.2014 - 08.2018 - Adviser to Head of the Federal Agency for Scientific Organizations (FASO Russia)</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti South»</p> <p>Nominated for election to the Board of Directors PJSC «Rosseti South»</p>
5	Yulia Alexandrovna Leshchevskaya	1977	Was not elected	<p>1998, Institute of International Law and Economics named after A.S. Griboedov Specialization: Management Qualification: Bachelor of Management</p> <p>2000, Financial Academy under the Russian Federation Government Specialization: Economics Qualification: Master of Economics</p>	<p>06.2022 – till current – Deputy Director General for Strategy of Public Joint Stock Company «Federal Grid Company - Rosseti»</p> <p>06.2022 – 12.2022 – Chief Adviser PJSC «Rosseti» (part-time work)</p> <p>08.2021 - 06.2022 – Deputy Head-Head of the Development Centre of ANO Analytical Centre under the Government of the Russian Federation</p> <p>09.2017 - 07.2021 - Deputy General Director, Executive Director of FSUE Russian Post</p>	<p>Does not hold any other positions in management bodies</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Nothern Caucasus», PJSC «TRK», JSC «Rosseti Tyumen»</p>

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
6	Igor Vladimirovich Makovskiy	1972	30.05.2019	<p>1993, Almaty Higher Border Command School named after F.E. Dzerzhinsky Specialization: Command, tactical Qualification: Border Troops Officer 2000, Kaliningrad State University Specialization: Jurisprudence Qualification: Lawyer 2004 - State Educational Institution of Higher Professional Education "North-West Academy of Public Service", retraining under the program "State and municipal management" Academic degree: Doctor of Laws</p>	<p>09.2018 – till current – General Director of PJSC «Rosseti Centre»/PJSC «IDGC of Centre» 06.2019 - 06.2021 – JSC «Yaroslavl Electric Grid Company» 06.2012 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors JSC «Yantarengo» 02.2013 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors JSC «Yantarenergosbyt» 02.2013 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Kaliningrad Generating Company» 09.2020 – 10.2020 - Acting General Director of PJSC «IDGC of Center and Volga Region» 02.2013 - 09.2020 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Yantarenergoservice» 08.2012 – 09.2018 – Acting General Director, General Director of JSC «Yantarengo»</p>	<p>Chairman of the Management Board: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region»</p> <p>Chairman of the Board of Directors of Infrastructure Investments-3 LLC</p> <p>Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region»</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», Infrastructure Investments-3 LLC</p>
7	Andrey Petrovich Tulba	1974	Was not elected	<p>1995, Stavropol State Technical University Specialization: Management and finance/Economics and management in mechanical engineering 2003, Presidential Management Training Program (Management) at the Stavropol State Technical University - Moscow Aviation Institute (STU) 2006, State University of Management (SUM) under the program "MBA - Management of an energy company"</p>	<p>12.2022 – till current – Director for Economics - Head of the Economics Department of Public Joint Stock Company «Federal Grid Company - Rosseti» 05.2020 – 12.2022 – Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC «Rosseti» (part-time) 05.2020 – 12.2022 – Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC «FGC UES» 03.2015 - 05.2020 - Director for Economics - Head of the Department of Economic Planning and Tariff Formation, Head of the Department of Economic Planning and Tariff Formation of PJSC «FGC UES»</p>	<p>Member of the Board of Directors: JSC «Elektromagistral», PJSC «Rosseti Volga», PJSC «Dagestan Energy Retail Company», JSC UES «Sakrusenergo», JSC «Mobile GTES», JSC «Elektroservis ENES», JSC «APBE»</p> <p>Chairman of the Board of Directors: PJSC «TNS energo Yaroslavl», PJSC «TNS energo Voronezh», PJSC «TNS energo Nizhny Novgorod», JSC «TNS energo Karelia», PJSC «TNS energo Kuban», PJSC «TNS energo Rostov-on-Don», JSC «TNS energo Tula», PJSC «TNS energo Mari El», LLC «TNS Energo Penza», LLC «TNS energo Veliky Novgorod»</p> <p>Nominated for election to the Board of Directors: OJSC «IDGC of Urals», JSC «Elektromagistral», JSC «CIUS EES», JSC «APBE», JSC «Mobile GTES»</p>

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
8	Maria Vyacheslavna Korotkova	1984	31.05.2021	<p>2006, Lobachevsky State University of Nizhny Novgorod (UNN) Specialization: Organization Management Qualification: Specialist 2017, Lomonosov Moscow State University MBA program "Strategic Management and Entrepreneurship" 2022, Qualification Assessment Centre Association "Institute of Internal Auditors" with assignment qualification "Chief auditor (level 7 qualification)"</p>	<p>02.2021 – till current – Development Director of Technoinnovation LLC 01.2013 – 02.2021 - Director of MKS LLC 10.2017-10.2019 - General Director of GC MKS LLC 06.2017 – 06.2018 - Member of the Board of Directors of JSC Rosagroleasing</p>	<p>Member of the Association "Club of Leaders for Promotion of Business Initiatives", the National Register of the Russian Institute of Directors (RID) and the Moscow Regional Branch of "Business Russia"</p> <p>Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti South», PJSC «Rosseti Volga»</p> <p>Nominated for election to the Board of Directors PJSC «Rosseti South»</p>
9	Alexander Viktorovich Golovtsov	1973	30.05.2019	<p>1996, Baltic State Technical University named after D.F. Ustinov Specialization: Electrical Engineer Qualification: not applicable Faculty: Automated Control Systems</p>	<p>05.2020 – 12.2021 - Member of the Board of Directors of PJSC «Rosseti Centre and Volga region»/PJSC «IDGC of Center and Volga Region» 06.2016 – 05.2020 - Member of the Board of Directors of PJSC «IDGC of Volga» 05.2006 – 07.2020 - Member of the Board of Directors of Non-profit Organization Association of Institutional Investors 05.2005 – 01.2019 - Head of the Analytical Research Department of JSC "URALSIB" Management Company"</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti North-West»</p> <p>Nominated for election to the Board of Directors of PJSC «Rosseti North-West»</p>
10	Vitaly Yuryevich Zarkhin	1980	30.05.2019	<p>1998, State University - Higher School of Economics Specialization: 1998 – economics, 2000 - management Qualification: Bachelor of Economics 2000 - Master of Management</p>	<p>05.2011 – 03.2018 - Managing Director, Bank GPB (JSC) 06.2018 – 11.2019 - Member of the Board of Directors of PJSC «CPC» 06.2019 – 06.2021 - Member of the Board of Directors of PJSC «Enel Russia»</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti Centre and Volga region», PJSC «Rosseti South», PJSC «Rosseti Siberia», PJSC «EL5-Energy»</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region» and PJSC «Rosseti South»</p>

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
11	Alexey Nikolayevich Zharikov	1970	Was not elected	<p>1993, State Academy of Management after S. Ordzhonikidze Specialization: Economics and management of fuel and energy complex Qualification: Economist</p>	<p>01.2010 – till current – Adviser, Director of Department for Corporate Policy and Work with Shareholders of JSC “Elektrosentraladka” 06.2014 – 05.2020 - Member of the Board of Directors of PJSC «IDGC of North-West» 01.2010 – 06.2022 - Member of the Board of Directors of PJSC «Rosseti Volga»</p>	<p>Member of the Board of Directors of JSC Saratov Airlines Nominated for election to the Board of Directors of JSC Saratov Airlines</p>
12	Andrey Vladimirovich Morozov	1978	17.06.2022	<p>2000, Russian Law Academy of the Ministry of Justice of the Russian Federation Specialization: Jurisprudence Qualification: Lawyer 2016, Harvard Law School Specialization: Master of Laws (LLM), corporate governance Qualification: Lawyer</p>	<p>09.2017 – till current - Legal Director of Association of Institutional Investors 06.2020 – 06.2022 - Member of the Board of Directors of PJSC «Rosseti Volga» 06.2019 – 06.2022 - Member of the Board of Directors of PJSC «Rosseti North-West» 06.2018 – 06.2021 - Member of the Board of Directors of PJSC «IDGC of Center and Volga Region» 06.2018 – 05.2020 - Member of the Board of Directors of PJSC «IDGC of South» 09.2003 – 08.2015 – Head of Legal Department of Moscow Representative Office of NCH Advisors, Inc. (USA)</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti Centre and Volga region» Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Volga»</p>

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Summary assessment of candidates for the Board of Directors of Rosseti Centre, PJSC for compliance with the “Competence Matrix”:

* Scale from 0 to 3		** Scale from 0 to 1	
0	absence	0	not interested
1	basic level	1	interested
2	average level		
3	advanced level		

The candidate has experience and competence in the field	Lyapunov E.V.		Andreeva E.V.		Agafonov M.S.		Dokuchaeva M.A.		Leshchevskaya Y.A.		Makovskiy I.V.		Tulba A.P.		Korotkova M.V.		Golovtsov A.V.		Zarkhin V.Y.		Zharikov A.N.		Morozov A.V.		Summary score
	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*
1. Strategic management (development and implementation of strategy, mergers and acquisitions)	3	1	3	1	2	1	1	1	3	1	3	1	-	-	2	1	3	1	3	1	3	0	2	1	2,54
2. Industry experience (experience in a large company)	3	1	3	1	3	1	3	1	3	1	3	1	-	-	2	1	3	1	3	1	3	0	2	1	2,81
3. Interaction with state authorities (experience in the regulator, the Government, experience in working with political stakeholders)	3	1	3	1	3	1	1	1	3	1	3	1	-	-	0	1	1	1	1	0	1	0	3	1	2
4. Information technology / digitalization / cyber risks (experience in construction, implementation)	3	1	2	1	0	1	2	1	3	1	3	1	-	-	1	1	2	1	0	0	0	1	1	1	1,54
5. Building systems for evaluating performance and motivation	3	1	3	1	2	1	1	1	3	1	3	1	-	-	2	1	3	1	3	1	3	0	2	1	2,54
6. Risk management / compliance / internal control / internal audit	3	1	2	1	1	1	0	1	3	1	3	1	-	-	3	1	3	1	2	0	2	0	2	1	2,18
7. Audit / finance / accounting / management accounting (CFO level)	3	1	3	1	0	1	0	1	3	1	3	1	-	-	3	1	3	1	3	1	2	0	2	1	2,27
8. Corporate Governance / ESG	3	1	2	1	1	1	1	1	3	1	3	1	-	-	2	1	3	1	3	1	3	0	3	1	2,45
9. Operations and continuous improvement	3	1	3	1	2	1	3	1	3	1	3	1	-	-	2	1	2	1	3	1	0	0	1	1	2,27
10. Experience in the position of CEO (CEO, Chairman of the Management Board, President, etc.) of a company (not less than a medium-sized business) or senior management positions (CEO, Chairman of the Management Board level minus 1) in a large company	3	1	3	1	0	1	0	1	3	1	3	1	-	-	0	1	0	0	2	1	1	0	0	1	1,36

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

1. Information for compliance with the independence criteria group «Relation to the Company»

№	Group of criteria	Criteria of independence	Lyapunov E.V.	Andreeva E.V.	Agafonov M.S.	Dokuchaeva M.A.	Leshchevskaya Y.A.	Makovskiy I.V.	Tulba A.P.	Korotkova M.V.	Golovtsov A.V.	Zarkhin V.Y.	Zharikov A.N.	Morozov A.V.	
1	Not related to the Company, if he and (or) related persons	1. are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company	V	V	V	V	V	-	V	V	V	V	V	V	
		2. are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity	-	-	-	-	V	-	-	+	+	+	V	+	
		3. for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	V	V	V	V	V	-	V	V	V	V	V	V	V
		4. do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company	V	V	V	V	V	V	V	V	V	V	V	V	V
		5. are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity	V	V	V	V	V	V	V	V	V	V	V	V	V
		6. do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services	V	V	V	V	V	V	V	V	V	V	V	V	V
		7. do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company	V	V	V	V	V	V	V	V	V	V	V	V	V
		8. have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period, one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor	V	V	V	V	V	V	V	V	V	V	V	V	V
*Golovtsov A.V.	At the time of the assessment Golovtsov A.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti North-West»)														
*Zarkhin V.Y.	At the time of the assessment Zarkhin V.Y. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre and Volga region», PJSC «Rosseti South» and PJSC «Rosseti Siberia»)														
*Korotkova M.V.	At the time of the assessment Korotkova M.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti South» and PJSC «Rosseti Volga»)														
*Morozov A.V.	At the time of the assessment Morozov A.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre and Volga region»)														
CONCLUSIONS	<p>Out of 12 candidates for the Board of Directors of the Company:</p> <p>1 candidate (Zharikov A.N.) fully meets all the independence criteria for the group «Relation to the Company».</p> <p>7 candidates (Lyapunov E.V., Andreeva E.V., Agafonov M.S., Dokuchaeva M.A., Leshchevskaya Y.A., Makovskiy I.V. and Tulba A.P.) are related to the Company.</p> <p>4 candidates (Golovtsov A.V., Zarkhin V.Y., Korotkova M.V. and Morozov A.V.) are related to the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Annual General Meeting of Shareholders, since their relation to the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the executive bodies of the Company, for the following reasons:</p> <p>Golovtsov A.V., Zarkhin V.Y. and Morozov A.V. were nominated as candidates to the Board of Directors of PJSC «Rosseti Centre» by non-controlling shareholders of the Company. In addition, these persons are active representatives of minority shareholders;</p> <p>Korotkova M.V. is a member of the boards of directors of companies in the energy complex, including she is a member of the Board of Directors of PJSC «Rosseti Centre» as an independent director. Knowledge of the specifics of the industry will allow her to make conscientious judgments on the essence of issues considered by the Board of Directors and Committees under the Board of Directors of the Company.</p>														

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

2. Information for compliance with the independence criteria group «Relation to the significant shareholder of the Company»

№	Group of criteria	Criteria of independence	Lyapunov E.V.	Andreeva E.V.	Agafonov M.S.	Dokuchaeva M.A.	Leshchevskaya Y.A.	Makovskiy I.V.	Tulba A.P.	Korotkova M.V.	Golovtsov A.V.	Zarkhin V.Y.	Zharikov A.N.	Morozov A.V.
2	Not related to the significant Shareholder of the Company, if he and (or) related persons	1. are not employees and (or) members of executive bodies of the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company)	-	-	-	-	-	-	-	V	V	V	V	V
		2. during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	-	-	-	-	-	-	-	V	V	V	V	V
		3. are not members of the board of directors in more than two legal entities, controlled by the significant shareholder of the Company or a person who controls the significant shareholder of the Company	-	V	-	V	V	-	-	+	V	+	V	V
	*Zarkhin V.Y.	At the time of the assessment Zarkhin V.Y. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region», PJSC «Rosseti South» and PJSC «Rosseti Siberia»).												
	*Korotkova M.V.	At the time of the assessment Korotkova M.V. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC «Rosseti Centre», PJSC «Rosseti South» and PJSC «Rosseti Volga»).												
CONCLUSIONS		<p>Out of 12 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> ➢ 3 candidates (Zharikov A.N., Golovtsov A.V. and Morozov A.V.) fully meet all the independence criteria for the group «Relation to the significant shareholder of the Company». ➢ 7 candidates (Lyapunov E.V., Andreeva E.V., Agafonov M.S., Dokuchaeva M.A., Leshchevskaya Y.A., Makovskiy I.V. and Tulba A.P.) are related to the significant shareholder of the Company (PJSC «Rosseti»). ➢ 2 candidates (Zarkhin V.Y. and Korotkova M.V.) are related to the significant shareholder of the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Annual General Meeting of Shareholders, since their relation to the significant shareholder of the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees of the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the significant shareholder of the Company, for the following reasons: <ul style="list-style-type: none"> ▪ these persons do not have the obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity that controls the significant shareholder of the Company (PJSC «Rosseti»), since PJSC «Rosseti Centre» is not included in the list of joint stock companies in respect of which the Russian Federation uses a special right to participate ("golden share"), the Russian Federation exercises only indirect control over PJSC «Rosseti Centre»; ▪ these persons have already been recognized by this criterion as independent members of the Board of Directors of companies of the energy complex, including in PJSC «Rosseti Centre». 												

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

4. Information for compliance with the independence criteria group «Relation to the state or a municipal entity»

№	Group of criteria	Criteria of independence	Lyapunov E.V.	Andreeva E.V.	Agafonov M.S.	Dokuchaeva M.A.	Leshchevskaya Y.A.	Makovskiy I.V.	Tulba A.P.	Korotkova M.V.	Golovtsov A.V.	Zarkhin V.Y.	Zharikov A.N.	Morozov A.V.	
4	Not related to the state or a municipal entity, if he	1. is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia	V	V	V	V	V	V	V	V	V	V	V	V	
		2. in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company	V	V	V	V	V	V	V	V	V	V	V	V	V
		3. has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity	V	V	V	V	V	V	V	V	V	V	V	V	V
		4. is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality	-	-	-	-	-	-	-	-	V	V	V	V	V
CONCLUSIONS		Out of 12 candidates for the Board of Directors of the Company: > 5 candidates (Zharikov A.N., Golovtsov A.V., Zarkhin V.Y., Korotkova M.V. and Morozov A.V.) fully meet all the independence criteria for the group «Relation to the state or a municipal entity». > 7 candidates (Lyapunov E.V., Andreeva E.V., Agafonov M.S., Dokuchaeva M.A., Leshchevskaya Y.A., Makovskiy I.V. and Tulba A.P.) are related to the state.													

Summary assessment of candidates for the Board of Directors of Rosseti Centre, PJSC for compliance with the independence criteria established by the Listing Rules of PJSC Moscow Exchange

№	Full name of the candidate	Status		
		Independent	Executive	Non-executive
1	Evgeny Viktorovich Lyapunov	No	No	Yes
2	Elena Viktorovna Andreeva	No	No	Yes
3	Maxim Sergeevich Agafonov	No	No	Yes
4	Maria Alexandrovna Dokuchaeva	No	No	Yes
5	Yulia Alexandrovna Leshchevskaya	No	No	Yes
6	Igor Vladimirovich Makovskiy	No	Yes	No
7	Andrey Petrovich Tulba	No	No	Yes
8	Maria Vyacheslavna Korotkova	Yes* (subject to the recognition by the Board of Directors)	No	Yes
9	Alexander Viktorovich Golovtsov	Yes* (subject to the recognition by the Board of Directors)	No	Yes
10	Vitaly Yuryevich Zarkhin	Yes* (subject to the recognition by the Board of Directors)	No	Yes
11	Alexey Nikolayevich Zharikov	Yes	No	Yes
12	Andrey Vladimirovich Morozov	Yes* (subject to the recognition by the Board of Directors)	No	Yes



ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Conclusion of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC on the assessment of candidates for the Board of Directors of Rosseti Centre, PJSC

The preliminary assessment of candidate members to the Board of Directors of Rosseti Centre, PJSC shall be submitted as materials to the Annual General Meeting of Shareholders in accordance with clause 4.5. of the Regulation on the General Meeting of Shareholders of the Company (hereinafter referred to as the Regulation on the General Meeting of Shareholders), according to which along with other information materials on the agenda of the General Meeting of Shareholders of the Company information should be available on candidates to the Board of Directors of the Company for familiarization to all shareholders of the Company.

In accordance with clause 4.6 of the Regulation on the General Meeting of Shareholders "the executive bodies of the Company in the period prior to the General Meeting of Shareholders shall implement the Company's information policy in such a way that it is directed to election to the Company's Board of Directors of candidates meeting the requirements of regulatory bodies and trading authorities on the securities market of the Russian Federation".

The Listing Rules of PJSC Moscow Exchange require that members of the Board of Directors meet the requirements set forth in Appendix 4.1 to the Listing Rules of PJSC Moscow Exchange.

At the same time, it is recommended to select candidates to the Board of Directors from among specialists competent in a range of issues covering both the main sphere of the Company's activities and individual industries and regions in which the Company operates.

In 2021, the Company conducted an independent assessment of the performance of the Board of Directors of the Company and its committees with the involvement of an independent consultant, JSC VTB Registrar. The Competence Matrix of the Board of Directors of the Company was developed.

Thus, the Personnel and Remuneration Committee analyzed and evaluated the candidates nominated to the Board of Directors of the Company regarding the Competence Matrix and the recommendations shown to the members of the Board of Directors of Rosseti Centre, PJSC by the Listing Rules of PJSC Moscow Exchange (Appendix 1).

In accordance with clauses 1, 3, 4 of Article 53 of the Federal Law "On Joint-Stock Companies" of 26 December 1995 No. 208-FZ, clause 13.1 of Article 13 of the Company's Articles of Association, not later than 60 (Sixty) days after the end of the fiscal year (no later than 01.03.2023), 12 candidates to the Board of Directors of the Company were nominated from the shareholders (shareholder) of the Company who collectively own at least 2 (Two) percent of the Company's voting shares.

By the decision of the Board of Directors of the Company on 06.03.2023 (Minutes No. 14/23), all 12 candidates were included in the list of candidates for voting for election to the Board of Directors of the Company.

The preliminary evaluation of the candidates is based on the available personal data of the current members of the Board of Directors, on the data submitted by the shareholders of the Company, who nominated these candidates for election to the Board of Directors of the Company, and on data submitted by candidates in accordance with the additional request of the Corporate Secretary of the Company dated 07.03.2023 № MP1-TSA/7/3/346.

In the opinion of the Personnel and Remuneration Committee, an analysis of the composition of candidates to the Company's Board of Directors allows to conclude that:

1) submission by all candidates for election of the written consent evidences the openness of procedures for nominating and electing candidates to the Board of Directors, the willingness (if elected) to exercise the rights and perform the duties of a member of the Board of Directors, to act in the interests of the Company, exercise their rights and fulfill their obligations in respect to the Company honestly and reasonably, in accordance with applicable law, the Articles of Association and internal documents of the Company;

2) candidate members of the Board of Directors have industry experience and competence in the field of strategic management, finance and audit, corporate governance/ESG, which will allow them to directly contribute to the effective work of the entire Board of Directors in the interests of the Company and its shareholders;

3) personal characteristics of candidates for the Board of Directors, including experience in the boards of directors or at senior positions of other joint stock companies, whose shares are included in the quotation lists of organized trading platforms (exchanges), including in international companies, will positively influence the effectiveness of the work of the Council directors, including the ability to work in a team, accessibility for communication, the ability to defend one's views, skills to reckon with opinions of others;

4) candidates for the Board of Directors are represented by different groups of shareholders of the Company, which will provide:

- balance of interests - taking into account interests and viewpoints of different groups of shareholders;
- objective and independent judgments when making decisions;
- comprehensive and thorough discussion, elaboration and adoption of effective decisions on all issues within the competence of the Board of Directors.

5) the lists of candidates for the Board of Directors include fewer than one-fourth of the candidates who are employees of the Company (namely, out of 12 - 1),

6) based on the requirements for the independence of a member of the Board of Directors as provided for by the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code of the Bank of Russia, an analysis was carried out according to which (at the time of the assessment) out of 12 candidates:

- 1 candidate (Zharikov A.N.) FULLY MEETS all the criteria of independence;
- 4 candidates (Golovtsov A.V., Zarkhin V.Y., Morozov A.V. and Korotkova M.V.) MAY BE RECOGNIZED by the Board of Directors of the Company as independent directors if they are elected at the Annual General Meeting of Shareholders in 2023, since their relation to the Company and/or with the significant shareholder of the Company and/or with the significant counterparty of the Company is of a formal nature and will not affect their independence in forming a position on the agenda items of meetings of the Board of Directors and Committees under the Board of Directors of the Company, on their ability to make objective and conscientious judgments independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company;
- 7 candidates (Lyapunov E.V., Andreeva E.V., Agafonov M.S., Dokuchaeva M.A., Leshchevskaya Y.A., Makovskiy I.V. and Tulba A.P.) are related to the Company and/or with the significant shareholder of the Company, and/or with the significant counterparty of the Company, and/or with the state.

The Personnel and Remuneration Committee draws attention to the fact that following the results of the Annual General Meeting of Shareholders of the Company in 2023, the situation with the results of the assessment may change in connection with the discovery of new significant circumstances in relation to the identified criteria of relation.

At the same time, the Personnel and Remuneration Committee notes that the Board of Directors of the Company may, in exceptional cases, recognize the independence of a member of the Board of Directors despite having formal criteria of relation to the Company, the substantial shareholder of the Company, a material counterparty or competitor of the Company established in the criteria for determining independence of members of the Board of Directors in the event that such a relationship does not affect the ability of the respective member of the Board of Directors to make independent, objective and conscientious judgments.

The Personnel and Remuneration Committee recommends:

1. Including the results of the evaluation of the candidates to the Board of Directors of Rosseti Centre, PJSC, conducted by the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, into the list of information (materials) provided to persons entitled to participate in the Annual General Meeting of Shareholders of Rosseti Centre, PJSC in 2023;
2. Following the results of the election in 2023 of a new Board of Directors at the Annual General Meeting of Shareholders, taking into account the recommendations set out in this decision when determining the status of an independent member of the Board of Directors of Rosseti Centre, PJSC;
3. In order to comply with the requirements of the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code of the Bank of Russia, voting at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC in 2022 on the item of electing members of the Board of Directors of the Company in such a way as to ensure the balance of the Board of Directors in terms of experience and professional qualifications, and also electing to the Board of Directors most candidates who meet the requirements of independence, envisaged by the Listing Rules of PJSC Moscow Exchange.

Chairperson of the Personnel and Remuneration Committee

Krainkiy D.V.