

**Proposals for Amendments to the Regulation on the payment of remuneration and compensation to members  
of the Board of Directors of Rosseti Centre, PJSC**

No.	Text of the current version of the norm	Proposed revision of changes	Reasons for making changes
Title of the internal document			
1.	REGULATION on the payment of remuneration and compensation to members of the Board of Directors <del>of IDGC of Centre, JSC</del>	REGULATION on the payment of remuneration and compensation to members of the Board of Directors <b>of Public Joint stock company «Rosseti Centre»</b>	The current name of Rosseti Centre, PJSC is indicated.
2.	1. This Regulation on the payment of remuneration and compensation to members of the Board of Directors <b>of IDGC of Centre, PJSC</b> (hereinafter referred to as the Regulation) has been developed in accordance with the Federal Law "On Joint-Stock Companies" and establishes the amounts and procedure for the payment of remuneration and compensation to members of the Board of Directors <del>of IDGC of Centre, PJSC (hereinafter referred to as the Company).</del>	1. This Regulation on the payment of remuneration and compensation to members of the Board of Directors <b>of Rosseti Centre, PJSC (hereinafter referred to as the Regulation)</b> developed in accordance with the Federal Law "On Joint-Stock Companies" <b>and is an internal document of Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Company),</b> establishing the amount and procedure for paying remuneration and compensation to members of the Board of Directors <b>of Rosseti Centre, PJSC.</b>	The current name of Rosseti Centre, PJSC is indicated. Clarifying edits have been made.
3.	5.3. The amount of quarterly remuneration for participation in the Board of Directors of the Company for each member of the Board of Directors of the Company shall be calculated taking into account the total number of meetings of the Board of Directors of the Company for the reporting quarter and the number of meetings in which the member of the Board of Directors participated, according to the formula:  $S(1) = R_{base} / 4 \times 100 / 130 \left( \frac{n}{m} \right), \text{ where}$ <p>S (1) – the amount of quarterly remuneration for participation in the Board of Directors of the Company;  Base – the amount of the basic annual remuneration, determined in the manner established by paragraph 5.4. of this Regulation.  n – the number of meetings of the Board of Directors (regardless of <del>the form in which they were held</del>) in which a</p>	5.3. Amount of quarterly remuneration for participation in <b>meetings</b> of the Board of Directors of the Company (hereinafter referred to as the meeting) <b>and absentee voting for the adoption of decisions by the Board of Directors of the Company (hereinafter referred to as the absentee voting)</b> of each member of the Board of Directors of the Company is calculated taking into account the total number of meetings held <b>and/or absentee voting</b> of the Board of Directors of the Company for the reporting quarter and the number of meetings <b>and/or absentee voting</b> in which the member of the Board of Directors of <b>the Company</b> participated, according to the formula:  $S(1) = R_{base} / 4 \times 100 / 130 \left( \frac{n}{m} \right), \text{ where}$ <p>S (1) – the amount of quarterly remuneration for participation in <b>a meeting and/or absentee voting</b> of the Board of Directors of the Company;</p>	The articles have been amended in accordance with the changes made to the Law on JSC by Federal Law No. 287-FZ of 08.08.2024.

	<p>member of the Board of Directors participated in the reporting quarter;</p> <p>m – the total number of meetings of the Board of Directors (regardless of <del>the form in which they are held</del>) in the reporting quarter.</p>	<p>Rbase – the amount of the basic annual remuneration, determined in the manner established by paragraph 5.4. of this Regulation.</p> <p>n – the number of meetings <b>and/or absentee voting</b> of the Board of Directors <b>of the Company</b> (regardless of <b>the method of decision-making</b>) in which a member of the Board of Directors of the Company participated in the reporting quarter;</p> <p>m – the total number of meetings <b>and/or absentee voting</b> of the Board of Directors <b>of the Company</b> (regardless of <b>the method of decision-making</b>) in the reporting quarter.</p>	
4.	5.7. Allowances for chairmanship and/or membership in a specialized committee of the Board of Directors are not paid if no committee meetings were held during the reporting quarter.	5.7. Allowances for chairmanship and/or membership in a specialized committee of the Board of Directors <b>of the Company</b> shall not be paid if no meetings <b>and/or absentee voting</b> of the committee were held during the reporting quarter.	
5.	5.8. For the purposes of this Regulation, for determining the amount of remuneration and compensation for members of the Board of Directors, the reporting quarter shall be understood to mean the next calendar quarter (from the moment of election of the personal composition of the Board of Directors at the annual General Meeting of Shareholders of the Company until the moment of holding the subsequent annual General Meeting of Shareholders of the Company).	5.8. For the purposes of this Regulation, for determining the amount of remuneration and compensation for members of the Board of Directors <b>of the Company</b> , the reporting quarter shall be understood to mean the next calendar quarter (from the moment of election of the personal composition of the Board of Directors <b>of the Company</b> at the annual <b>meeting</b> of the General Meeting of Shareholders of the Company until the moment of holding the subsequent annual <b>meeting</b> of the General Meeting of Shareholders of the Company).	
6.	5.10. Remuneration is not paid if a member of the Board of Directors of the Company did not participate in more than 50% of the meetings held in the reporting quarter.	5.10. Remuneration is not paid if a member of the Board of Directors of the Company did not participate in more than 50% of the meetings <b>and/or absentee voting held in the reporting quarter</b> .	
7.	6.1. A member of the Board of Directors shall be reimbursed for expenses related to participation in meetings of the Board of Directors, a specialized committee of the Board of Directors, and general meetings of shareholders of the Company, in accordance with the standards for reimbursement of travel expenses in effect at the time of the meeting ( <del>session</del> ), established for senior managers of the Company.	6.1. A member of the Board of Directors <b>of the Company</b> shall be reimbursed for expenses related to participation in meetings of the Board of Directors <b>of the Company</b> , a specialized committee of the Board of Directors <b>of the Company</b> , <b>meetings</b> of general meetings of shareholders of the Company, according to the standards for reimbursement of travel expenses in effect at the time of the meeting, established for senior managers of the Company.	