

APPROVED

by the Resolution of the General Meeting of  
Shareholders of Rosseti Centre, PJSC  
dated \_\_.\_\_.2025 (Minutes # \_\_/25 of \_\_.\_\_.2025)

**REGULATION**  
**on the Board of Directors**  
**of Public Joint stock company**  
**«Rosseti Centre»**

Moscow  
2025

## **1. General provisions**

1.1. This Regulation on the Board of Directors of Rosseti Centre, PJSC (hereinafter referred to as the Regulation) is an internal document of Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Company), determining the terms, procedure for preparing and holding meetings of the Board of Directors of the Company (hereinafter referred to as the meeting) and absentee voting for making decisions by the Board of Directors of the Company (hereinafter referred to as absentee voting), as well as the procedure for making decisions by the Board of Directors of the Company and monitoring their implementation.

1.2. This Regulation has been developed in accordance with the Civil Code of the Russian Federation, Federal Law No. 208-FZ of 26.12.1995 “On Joint-Stock Companies” (hereinafter referred to as the Federal Law “On Joint-Stock Companies”), other regulatory legal acts of the Russian Federation and the Articles of Association of the Company.

1.3. The Board of Directors of the Company carries out general management of the Company’s activities, with the exception of decisions on issues referred by the Federal Law “On Joint-Stock Companies” to the competence of the General Meeting of Shareholders of the Company.

The Board of Directors of the Company, within the framework of the competence defined by the legislation of the Russian Federation and the Articles of Association of the Company, controls the activities of the executive bodies of the Company, as well as the implementation of decisions of the General Meeting of Shareholders of the Company and ensuring the rights and legitimate interests of the shareholders of the Company in accordance with the requirements of the legislation of the Russian Federation.

1.4. The main goals and objectives of the Board of Directors of the Company are:

- determining the Company’s development strategy aimed at increasing its market capitalization and investment attractiveness, achieving maximum profit and increasing the Company’s assets;
- ensuring the implementation and protection of the rights and legitimate interests of the Company’s shareholders, as well as facilitating the resolution of corporate conflicts;
- ensuring the completeness, reliability and objectivity of disclosure of information about the Company to shareholders and other interested parties;
- creation of effective internal control mechanisms;
- regular assessment of the activities of the Company's executive bodies and the work of management.

To achieve the stated goals and objectives, the Board of Directors of the Company is obliged to be guided by the following principles:

- making decisions based on reliable information about the Company’s activities;
- elimination of restrictions on the rights of the Company’s shareholders to participate in the management of the Company, receive dividends and information about the Company;
- achieving a balance of interests of various groups of shareholders of the Company and the adoption by the Board of Directors of the Company of the most objective decisions in the interests of all shareholders of the Company.

1.5. In its activities, the Board of Directors of the Company is guided by the Civil Code of the Russian Federation, the Federal Law "On Joint-Stock Companies", other regulatory legal acts of the Russian Federation, the Articles of Association of the Company and this Regulation.

## **2. The Chairman of the Board of Directors of the Company**

2.1. The work of the Board of Directors of the Company is organized by the Chairman of the Board of Directors of the Company.

2.2. The Chairman of the Board of Directors of the Company shall be elected by the members of the Board of Directors of the Company from among them by a majority of votes of the total number of members of the Board of Directors of the Company.

The Board of Directors of the Company has the right at any time to re-elect the Chairman of the Board of Directors of the Company by a majority of votes of the total number of elected members of the Board of Directors of the Company.

2.3. After holding a meeting of the General Meeting of Shareholders of the Company, at which the Board of Directors of the Company was elected in a new composition, the first meeting or absentee voting must be held to elect the Chairman of the Board of Directors of the Company.

2.4. The General Director of the Company and members of the Management Board of the Company may not hold the position of the Chairman of the Board of Directors of the Company.

2.5. The Chairman of the Board of Directors of the Company:

1) makes a decision on holding a meeting or absentee voting, ensures that members of the Board of Directors of the Company are notified of the next meeting or absentee voting in the manner prescribed by this Regulation, forms and approves the agenda and determines the method of making decisions by the Board of Directors of the Company (meeting or absentee voting), ensures the timely provision of materials on agenda items to members of the Board of Directors of the Company, oversees the process of holding a meeting and absentee voting ;

2) determines the list of persons invited to participate in the discussion of individual issues on the agenda of the meeting;

3) in accordance with the information received from the Corporate Secretary of the Company, records the quorum for decision-making by the Board of Directors of the Company (hereinafter also referred to as the quorum) or its absence, and also informs the members of the Board of Directors of the Company about the presence of a quorum;

4) takes measures to postpone a meeting or absentee voting with the same agenda in the event of a lack of a quorum and organizes informing the members of the Board of Directors of the Company of the decision taken;

5) presides over meetings, announces decisions made at the meeting, closes the meeting ;

6) organizes the preparation of minutes on the results of a meeting or absentee voting (hereinafter referred to as the minutes of the Board of Directors of the Company), signs minutes of the Board of Directors of the Company, requests for an audit of the financial and economic activities of the Company and other documents on behalf of the Board of Directors of the Company;

7) organizes the development and exercises control over the implementation of the Work Plan of the Board of Directors of the Company, approved by the Board of Directors of the Company;

8) represents the Board of Directors of the Company in interactions with the General Director of the Company, shareholders of the Company, in government bodies, public organizations, and in the media;

9) carries out correspondence between the Board of Directors of the Company and the shareholders of the Company, executive bodies and members of the workforce of the Company, and other organizations;

10) presides over the meeting of the General Meeting of Shareholders of the Company, announces the agenda of the meeting of the General Meeting of Shareholders of the Company, reports on upcoming speeches and reports, announces at the meeting of the General Meeting of Shareholders of the Company the decisions taken and the voting results, closes the meeting of the General Meeting of Shareholders of the Company, and also performs other functions of the person presiding over the meeting of the General Meeting of Shareholders of the Company, as stipulated by the Regulation on the General Meeting of Shareholders of the Company;

11) organizes, on behalf of the Board of Directors of the Company, control over the implementation of decisions of the General Meeting of Shareholders of the Company and the Board of Directors of the Company, places control over the implementation of decisions of the Board of Directors of the Company and removes from control the implemented decisions of the Board of Directors of the Company;

12) organizes the development of the most effective decisions on agenda items, the holding of a vote on the proposed draft resolution of the Board of Directors of the Company, as well as, when holding meetings, a free discussion of issues and a constructive atmosphere for holding meetings, ensures compliance with the requirements of the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation and other internal documents of the Company during the holding of a meeting or absentee voting;

13) performs other functions stipulated by the legislation of the Russian Federation, the Articles of Association of the Company and decisions of the Board of Directors of the Company.

2.6. In the absence of the Chairman of the Board of Directors of the Company, his functions are performed by one of the members of the Board of Directors of the Company by decision of the Board of Directors of the Company (the Chairman). The Chairman is elected by the members of the Board of Directors of the Company from among them by a majority of votes of the total number of members of the Board of Directors of the Company.

A member of the Board of Directors of the Company who performs the functions of the General Director of the Company or who is a member of the Management Board of the Company cannot be elected as the Chairman.

### **3. Independent directors**

3.1. An independent director is a person who has sufficient independence, professionalism and experience to form his own position and is capable of making objective and conscientious judgments that are independent of the influence of the executive bodies of the Company, individual groups of shareholders of the Company or other interested parties, and who is not a person:

3.1.1. Related to the Company.

3.1.2. Associated with a significant shareholder of the Company.

3.1.3. Associated with a significant counterparty or competitor of the Company.

3.1.4. Associated with the state or municipality.

3.2. The criteria for the connection of a person in accordance with subparagraphs 3.1.1 – 3.1.4 of paragraph 3.1 of this Regulation are determined in accordance with the listing rules of the exchange.

3.3. The assessment of candidates nominated for election to the Board of Directors of the Company for their compliance with the independence criteria is carried out by the Human Resources and Remuneration Committee of the Board of Directors of the Company.

3.4. In certain cases, a candidate for the Board of Directors of the Company (a member of the Board of Directors of the Company), despite the presence of formal criteria of connection with the Company, a significant shareholder of the Company, a significant counterparty or competitor of the Company, may be recognized by a decision of the Board of Directors of the Company as independent, if such connection does not affect the ability of the relevant person to make independent, objective and conscientious judgments.

3.5. The number of independent directors may not be less than 2 (Two).

3.6. An independent director must refrain from taking any actions that may result in him ceasing to be independent.

If, after election to the Board of Directors of the Company, circumstances arise as a result of which an independent director ceases to be independent, such a member of the Board of Directors of the Company is obliged to notify the Board of Directors of the Company and the Corporate Secretary of the Company of these circumstances.

3.7. In the case provided for in paragraph 3.6 of this Regulation, the Board of Directors of the Company shall assess the circumstances that served as the basis for the loss of the status of independent director by a member of the Board of Directors of the Company.

In cases where, based on the results of such an assessment, the Board of Directors of the Company recognizes the fact that a member of the Board of Directors of the Company has lost the status of an independent director, the Board of Directors of the Company must ensure that the Company discloses the relevant information and notify the organizer of trade of this.

If necessary, the Board of Directors of the Company must make a decision on the early termination of the powers of the members of the Committees of the Board of Directors of the Company and (or) on the election of the Committees of the Board of Directors of the Company in a new composition.

#### **4. Senior independent director**

4.1. A senior independent director may be elected from among the elected independent members of the Board of Directors of the Company. The senior independent director shall be elected by a majority of votes of the members of the Board of Directors of the Company participating in the meeting or absentee voting. The candidacy of the senior independent director shall be nominated by independent directors.

4.2. The senior independent director ensures the coordination of the work of independent directors, convenes meetings of independent directors as necessary and chairs them, and also interacts with the Chairman of the Board of Directors of the Company.

4.3. The senior independent director plays a key role in the assessment of the effectiveness of the Chairman of the Board of Directors of the Company and in matters of succession planning for the Chairman of the Board of Directors of the Company.

4.4. In a conflict situation, the senior independent director must make efforts to resolve it by interacting with the Chairman of the Board of Directors of the Company, other members of the Board of Directors of the Company and shareholders of the Company in order to ensure the effective and stable work of the Board of Directors of the Company.

4.5. Independent directors, chaired by the senior independent director, take part in assessing the quality of work of the Board of Directors of the Company.

## **5. Rights, duties and responsibilities of members of the Board of Directors of the Company**

5.1. Members of the Board of Directors of the Company, within the scope of the competence of the Board of Directors of the Company, have the right to:

1) request and receive information about the activities of the Company and organizations controlled by the Company, including information constituting a commercial secret of the Company, in the manner determined by the internal documents of the Company;

2) to become familiar with all constituent, regulatory, accounting, reporting, contractual and other documents of the Company in accordance with the legislation of the Russian Federation and the internal documents of the Company;

3) obtain a sufficient understanding of the Company's development strategy, the corporate governance system adopted by the Company, the risk management and internal control system, and other material information about the Company's activities in the manner determined by the Company's internal documents;

4) submit written proposals for the formation of the work plan of the Board of Directors of the Company;

5) in the manner established by this Regulation, include issues in the agenda;

6) demand that a meeting or absentee voting be held;

7) receive remuneration in accordance with the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company, approved by the decision of the General Meeting of Shareholders of the Company;

8) demand compensation for damages caused to the Company;

9) exercise other rights provided for by the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation and other internal documents of the Company.

5.2. A member of the Board of Directors of the Company is obliged to:

a) regularly participate in meetings and absentee voting;

b) implement decisions taken by the General Meeting of Shareholders of the Company and the Board of Directors of the Company;

c) to inform in advance (including by filling out and submitting a questionnaire sent by the Company to the member of the Board of Directors of the Company) the Corporate Secretary of the Company about combining positions in other legal entities, about his acceptance of an invitation to become a candidate for membership in the board of directors (supervisory board) of another legal entity or about a change in permanent (main) place of work (service, business activity, etc.), contact telephone numbers and addresses to which correspondence can be sent;

d) within 2 (Two) months from the day when he learned or should have learned about the occurrence of circumstances by virtue of which he may be recognized as a person interested in the conclusion of transactions by the Company, notify the Company about

legal entities in relation to which he, his spouse, parents, children, full and half siblings, adoptive parents and adopted children and (or) their controlled organizations are controlling persons or have the right to give mandatory instructions; about legal entities in the management bodies of which he, his spouse, parents, children, full and half siblings, adoptive parents and adopted children and (or) their controlled persons hold positions; about transactions being concluded or proposed known to him in which he may be recognized as an interested party;

d) in the event of a change in information about legal entities in relation to which he, his spouse, parents, children, full and half siblings, adoptive parents and adopted children and (or) their controlled organizations are controlling persons or have the right to issue mandatory instructions, as well as about legal entities in the management bodies of which he, his spouse, parents, children, full and half siblings, adoptive parents and adopted children and (or) their controlled persons hold positions, after the company receives the notification provided for in paragraph 1 of Article 82 of the Federal Law "On Joint-Stock Companies", notify the Company of the change in the said information within 14 (Fourteen) days from the day when he learned or should have learned of the change;

e) disclose information on the ownership of the Company's securities, as well as on their sale (alienation) and (or) acquisition in accordance with the requirements of the legislation of the Russian Federation;

g) refrain from actions that will lead or are potentially capable of leading to the emergence of a conflict between his interests and the interests of the Company;

c) notify the Board of Directors of the Company and the Corporate Secretary of the Company of the emergence of a potential conflict of interest and its basis;

i) notify the Board of Directors of the Company and the Corporate Secretary of the Company of the occurrence of a conflict of interest with respect to any issue on the agenda prior to its consideration by the Board of Directors of the Company;

c) refrain from voting on issues in respect of which he has or has had a conflict of interest.

A member of the Board of Directors of the Company who is an independent director is also obliged to:

a) refrain from committing acts as a result of which he may cease to be independent;

b) notify the Board of Directors of the Company and the Corporate Secretary of the Company of the circumstances as a result of which he ceases to be independent.

5.3. In the event that a member of the Board of Directors of the Company sends a request for documents and information concerning the Company and organizations controlled by the Company, the Company is obliged to provide the member of the Board of Directors of the Company with the requested information and documents in full, except in cases of direct prohibition on the provision of information and documents established by the current legislation of the Russian Federation.

The information and documents requested by a member of the Board of Directors of the Company shall be sent to the member of the Board of Directors of the Company in writing, signed by the General Director of the Company or his deputy in charge of corporate governance issues.

A request for information and documents from a member of the Board of Directors of the Company must be made in writing and contain a list of the requested information and documents. The request must be signed by the member of the Board of Directors of the Company with his own signature or using an electronic signature in accordance with the requirements of Federal Law No. 63-FZ of 06.04.2011 "On Electronic Signature"

(hereinafter referred to as the electronic signature), and sent to the address of the General Director of the Company.

5.4. Directors elected to the Board of Directors of the Company for the first time are given the opportunity to gain an understanding of the Company's strategy, the corporate governance system adopted by the Company, the risk management and internal control system, the distribution of responsibilities between the executive bodies of the Company, and other material information on the production and financial and economic activities of the Company.

5.5. When exercising their rights and fulfilling their duties, members of the Board of Directors of the Company must act in the interests of the Company, exercise their rights and fulfill their duties in relation to the Company in good faith and reasonably.

Members of the Board of Directors of the Company are obliged to maintain the confidentiality of information that is a commercial secret of the Company, as well as other confidential information .

5.6. Members of the Board of Directors of the Company shall be liable for damages caused to the Company by their culpable actions (inaction), unless other grounds for liability are established by federal laws.

In this case, members of the Board of Directors of the Company who voted against a decision that resulted in losses to the Company or who did not participate in the voting shall not be held liable.

## **6. Corporate Secretary of the Company**

6.1. Technical (information, documentary, minutes, secretarial) support for the current activities of the Board of Directors of the Company is provided by the Corporate Secretary of the Company, acting on the basis of the Articles of Association of the Company, this Regulation, the Regulation on the Corporate Secretary of the Company, other internal documents of the Company and in accordance with the instructions of the Chairman of the Board of Directors of the Company.

6.2. The status of the Corporate Secretary of the Company, his functions, requirements for his candidacy, the procedure for the appointment and termination of powers of the Corporate Secretary of the Company, his subordination and the procedure for interaction with the management bodies and structural divisions of the Company, as well as other issues of the activities of the Corporate Secretary of the Company are determined by the Regulation on the Corporate Secretary of the Company, approved by a decision of the Board of Directors of the Company.

## **7. Committees of the Board of Directors of the Company**

7.1. The Committees of the Board of Directors of the Company are formed by the decision of the Board of Directors of the Company in the manner determined by the Regulation on the Committees of the Board of Directors of the Company.

7.2. The Committees of the Board of Directors of the Company are consultative and advisory bodies that ensure the effective performance of the functions of the Board of Directors of the Company and are created for the preliminary consideration of the most important issues of the Company's activities.

7.3. The Chairman of the Committee of the Board of Directors of the Company shall manage the activities of the Committees of the Board of Directors of the Company.



## **8. Organization of the work of the Board of Directors of the Company**

8.1. Decisions of the Board of Directors of the Company may be taken at meetings or by absentee voting.

8.2. The meeting and absentee voting shall be held in accordance with the approved Work Plan of the Board of Directors of the Company as necessary, but not less than once every 2 (Two) months, unless otherwise established by this Regulation.

8.3. If necessary, the Chairman of the Board of Directors of the Company may decide to hold an unscheduled meeting or absentee voting, to change the date of the meeting or absentee voting, to include additional issues in the agenda, and to send adjusted materials on the agenda items.

8.4. Work plan of the Board of Directors of the Company.

8.4.1. The work plan of the Board of Directors of the Company may be formed in the following main areas:

- strategic development of the Company;
- medium-term and current planning of the Company's activities;
- organization of the activities of the Board of Directors of the Company;
- control over the implementation of decisions of the Board of Directors of the Company and the General Meeting of Shareholders of the Company.

8.4.2. The work plan of the Board of Directors of the Company must include:

- 1) issues to be considered by the Board of Directors of the Company in the current year (quarterly);
- 2) a list of persons (bodies of the Company) responsible for preparing issues for consideration by the Board of Directors of the Company (members of the Board of Directors of the Company, the General Director of the Company, and other persons);
- 3) the method of making decisions by the Board of Directors of the Company (meeting or absentee voting).

8.4.3. The work plan of the Board of Directors of the Company is formed on the basis of proposals from the Chairman and members of the Board of Directors of the Company, the Audit Commission of the Company, the Management Board of the Company, the General Director of the Company, the audit organization of the Company, the shareholder (shareholders) of the Company owning (owning in aggregate) at least 5 (Five) percent of the voting shares of the Company.

The proposals provided for in the first paragraph of this subparagraph shall be sent to the Chairman of the Board of Directors of the Company in writing, with a copy of the proposals simultaneously sent to the Corporate Secretary of the Company, and must be signed by the persons who submitted them. The proposal of the Audit Commission of the Company shall be signed by the Chairman of the Audit Commission of the Company, the proposal of the Management Board of the Company – by the General Director of the Company (Chairman of the Management Board of the Company).

8.5. The decision to hold a meeting or absentee voting is made by the Chairman of the Board of Directors of the Company on his own initiative, at the request of a member of the Board of Directors of the Company, the General Director of the Company, the Management Board of the Company, the Audit Commission of the Company, the head of the structural division responsible for organizing and implementing the internal audit of the Company, the audit organization of the Company, as well as other persons determined by the Articles of Association of the Company.

8.6. A request to hold a meeting or absentee voting must be addressed to the Chairman of the Board of Directors of the Company and signed by the person requesting the meeting or absentee voting. A request from the Audit Commission of the Company to hold a meeting or absentee voting shall be signed by the Chairman of the Audit Commission of the Company, and a request from the Management Board of the Company shall be signed by the General Director of the Company (Chairman of the Management Board of the Company).

8.7. A request to hold a meeting or absentee voting must contain the wording of the agenda item.

8.8. The following documents shall be attached to the request to hold a meeting or absentee voting:

- a) a draft resolution of the Board of Directors of the Company on the relevant issue;
- b) an explanatory note justifying the need for the issue to be considered by the Board of Directors of the Company;
- c) accompanying materials (if any).

8.9. The Chairman of the Board of Directors of the Company shall consider the received request to hold a meeting or absentee voting and make a decision to hold a meeting or absentee voting, to refuse to hold a meeting or absentee voting, or to include the issues contained in the request in the agenda of a scheduled meeting or absentee voting, or to refuse to include the issues contained in the request in the agenda of a scheduled meeting or absentee voting within a period of no later than 10 (Ten) business days from the date of receipt of the relevant request .

A reasoned decision of the Chairman of the Board of Directors of the Company to refuse to hold a meeting or absentee voting or to refuse to include issues in the agenda of a scheduled meeting or absentee voting shall be sent to the person requesting the holding of a meeting or absentee voting.

Failure to comply with the requirements established by paragraphs 8.6 - 8.8 of this Regulation may serve as grounds for refusing to satisfy the request to hold a meeting or absentee voting, or to include issues in the agenda of a scheduled meeting or absentee voting.

8.10. A meeting or absentee voting may be held using a specialized automated information system designed to hold a meeting or absentee voting, including sending out notifications, materials (information) on agenda items, voting by members of the Board of Directors of the Company and summing up the results (summary) of the voting (hereinafter referred to as the automated information system).

8.11. Decisions of the Board of Directors of the Company shall be taken by a majority of votes of the members of the Board of Directors of the Company participating in the meeting or absentee voting, except for cases stipulated by the legislation of the Russian Federation and the Articles of Association of the Company.

8.12. When making decisions by the Board of Directors of the Company, each member of the Board of Directors of the Company has one vote.

In case of a tie in votes, the vote of the Chairman of the Board of Directors of the Company shall be decisive.

The transfer of voting rights by a member of the Board of Directors of the Company to another person, including another member of the Board of Directors of the Company, is not permitted.

## **9. Preparation for a meeting or absentee voting**

9.1. The first meeting or absentee voting for the adoption of decisions by the Board of Directors of the Company, elected in a new composition, is convened by one of the members of the Board of Directors of the Company by sending a notice of the meeting or absentee voting to all other members of the Board of Directors of the Company, as well as to the Company addressed to the General Director of the Company.

The General Director of the Company is obliged to provide assistance and all information necessary for organizing the first meeting or absentee voting.

9.2. When holding the first meeting or absentee voting to make decisions by the Board of Directors of the Company, elected in a new composition, the issue of electing the Chairman of the Board of Directors of the Company or the Presiding Officer shall be considered.

9.3. The notice of the meeting and the notice of absentee voting shall be prepared by the Corporate Secretary of the Company and signed by the Chairman of the Board of Directors of the Company.

9.4. The notice of a meeting and the notice of absentee voting must contain:

- a) the full corporate name of the Company and its location;
- b) agenda;
- c) the method of decision-making (meeting or absentee voting);

d) the date and time of the meeting, and if voting at the meeting is combined with absentee voting, also the time on the date of the meeting or another earlier date for the end of acceptance of documents containing information on the expression of will of the members of the Board of Directors of the Company (hereinafter referred to as the questionnaire) who voted in absentia, the place of the meeting or information that the meeting with remote participation is held without determining the place of its holding, or the date and time of the end of acceptance of questionnaires in the case of absentee voting.

The notice of holding a meeting and the notice of holding an absentee vote shall be drawn up in accordance with Appendices 1-2 to this Regulation.

9.5. The notice of the meeting and the notice of absentee voting shall be sent by the Corporate Secretary of the Company to each member of the Board of Directors of the Company in a manner that ensures its prompt receipt (including by personal delivery, by sending to the email addresses of the members of the Board of Directors of the Company held by the Corporate Secretary of the Company and/or via an automated information system) no later than 5 (Five) business days before the date of the meeting or the end date for accepting questionnaires in the case of absentee voting, except for cases stipulated by this Regulation.

9.6. Simultaneously with the notification of a meeting or notification of absentee voting, members of the Board of Directors of the Company shall be sent materials (information) on the agenda items, including:

- draft decisions of the Board of Directors of the Company on issues included in the agenda;
- explanatory note to the draft decisions of the Board of Directors of the Company on issues included in the agenda;
- draft documents that are submitted for approval by the Board of Directors of the Company;
- minutes of meetings and minutes of the results of meetings and absentee voting for the adoption of decisions by the bodies of the Company, decisions (recommendations) of the Committees of the Board of Directors of the Company and other specially created

bodies and commissions of the Company for the preliminary consideration of issues (if any);

- materials confirming the information set out in draft decisions and explanatory notes;

- other information materials on issues included in the agenda.

Materials (information) on the agenda items provided for in this paragraph shall be sent to the members of the Board of Directors of the Company in the manner provided for in paragraph 9.5 of this Regulation.

9.7. The decisions (recommendations) of the Committee of the Board of Directors of the Company shall be sent by the Corporate Secretary of the Company to the members of the Board of Directors of the Company no later than 1 (One) calendar day before the date of the meeting or the deadline for accepting questionnaires in the case of absentee voting. If the decisions (recommendations) of the relevant Committee of the Board of Directors of the Company are not submitted (or are submitted in violation of the specified deadlines), the Board of Directors of the Company shall have the right to make a decision on the issue without taking into account such decisions (recommendations).

9.8. The Chairman of the Board of Directors of the Company has the right, upon agreement with the initiator of the submission for consideration by the Board of Directors of the Company of an issue which, in accordance with the regulations on the Committee of the Board of Directors of the Company, must be previously considered by the relevant Committee of the Board of Directors of the Company, to postpone the consideration of the said issue by the Board of Directors of the Company once if the Committee of the Board of Directors of the Company has not submitted the necessary decisions (recommendations) and the Chairman of the Committee of the Board of Directors of the Company has sent a letter with a reasoned request for such postponement.

9.9. By decision of the Chairman of the Board of Directors of the Company, the period for sending notice to members of the Board of Directors of the Company about holding a meeting or absentee voting and providing materials (information) may be shortened.

9.10. The method of making decisions by the Board of Directors of the Company (meeting or absentee voting) is determined by the Chairman of the Board of Directors of the Company, taking into account the importance of the agenda items and the recommendations provided for in paragraph 168 of the Corporate Governance Code recommended by the Bank of Russia for use by joint-stock companies whose shares are admitted to on-exchange trading. Decisions on the most important issues must be made by the Board of Directors of the Company at meetings. Such issues may include the following:

9.10.1. determination of priority areas of the Company's activities, including preliminary consideration and approval of the Company's development strategy, including amendments to it, the program (adjusted program) for the innovative development of the Company, and consideration of reports on their implementation;

9.10.2. approval of the business plan (adjusted business plan) and consideration of the quarterly report on the implementation of the business plan (for the first quarter, first half of the year, nine months, reporting year);

9.10.3. approval of the Company's investment program, including changes to it;

9.10.4. consideration of the report on the implementation of the Company's investment program (for the first quarter, first half-year, nine months, reporting year);

9.10.5. holding annual and extraordinary meetings of the General Meeting of Shareholders of the Company or absentee voting for the adoption of decisions by the General

Meeting of Shareholders of the Company, consideration of requests for holding an extraordinary meeting or absentee voting for the adoption of decisions by the General Meeting of Shareholders of the Company, as well as adoption of other decisions necessary for their implementation;

9.10.6. preliminary approval of the annual report of the Company;

9.10.7. election of the Chairman of the Board of Directors of the Company, termination of his powers;

9.10.8. election of the General Director of the Company, early termination of his powers, including the adoption of a decision on early termination of the employment contract with him;

9.10.9. determination of the quantitative composition of the Company's Management Board, as well as the election of members of the Company's Management Board and early termination of their powers, including the adoption of a decision on early termination of employment contracts with them;

9.10.10. approval of the terms of the employment contract with the General Director of the Company, members of the Management Board of the Company, establishment of the amounts of remuneration and compensation paid to the General Director of the Company and members of the Management Board of the Company;

9.10.11. making a decision to suspend the powers of the managing organization (manager);

9.10.12. making a decision on the appointment of an Acting General Director of the Company in cases determined by individual decisions of the Board of Directors of the Company, as well as bringing him to disciplinary responsibility;

9.10.13. submitting for decision by the General Meeting of Shareholders of the Company issues on the reorganization of the Company or on the transfer of powers of the sole executive body of the Company to the managing organization (manager) and on the early termination of powers of the managing organization (manager);

9.10.14. making decisions on consent to the execution or subsequent approval of major transactions, as well as approval of conclusions on such transactions in cases provided for in Chapter X of the Federal Law "On Joint Stock Companies";

9.10.15. making decisions on consent to the execution or subsequent approval of related party transactions, in cases provided for in Chapter XI of the Federal Law "On Joint Stock Companies";

9.10.16. approval of the company registrar, the terms of the agreement with him, as well as termination of the agreement with him;

9.10.17. determination of the position of the Company (representatives of the Company) on the following issues submitted for consideration to the boards of directors and general meetings of shareholders (participants) of subsidiaries and dependent business entities (hereinafter referred to as SDCs):

- reorganization, liquidation of subsidiaries and affiliates;

- making decisions on consent to the execution or subsequent approval of major transactions carried out by subsidiaries and affiliates;

9.10.18. acceptance of recommendations regarding a voluntary or mandatory proposal received by the Company;

9.10.19. filing an application for listing of the Company's shares and (or) the Company's issued securities convertible into the Company's shares;

9.10.20. consideration of the results of the assessment of the quality of work of the Board of Directors of the Company;

9.10.21. approval of key performance indicators and functional key performance indicators of the Company's management, their calculation procedure, target values, as well as reports on their achievement;

9.10.22. approval of the Company's internal documents defining the Company's policies in the area of risk management and internal control;

9.10.23. approval of the Company's dividend policy.

## **10. Procedure for holding a meeting**

10.1. The meeting is opened by the Chairman of the Board of Directors of the Company.

10.2. The Chairman of the Board of Directors of the Company or the Corporate Secretary of the Company shall determine the presence of a quorum.

10.3. When decisions are made by the Board of Directors of the Company at a meeting, voting at the meeting shall be combined with absentee voting in the manner provided for in paragraph 10.12 of this Regulation, except for the cases provided for in the second paragraph of this paragraph.

In order to ensure the confidentiality of information constituting a state or other secret protected by law, by decision of the Chairman of the Board of Directors of the Company, voting at a meeting may be carried out without combining it with absentee voting in accordance with the requirements of the legislation of the Russian Federation.

10.4. Participation in the meeting may be carried out remotely using electronic or other technical means, including videoconferencing.

When holding a meeting with remote participation, methods must be used that allow for the reliable identification of the person participating remotely in the meeting and provide such person with the opportunity to participate in the discussion of agenda items and vote on agenda items put to a vote.

A meeting of the Board of Directors of the Company with remote participation may be held with the possibility of being present at the place where it is held or without determining the place where it is held.

10.5. The quorum for making decisions by the Board of Directors of the Company shall be no less than half of the number of elected members of the Board of Directors of the Company. When determining the quorum for the agenda items of a meeting, the voting at which is combined with absentee voting, the questionnaires of the members of the Board of Directors of the Company who are absent from the meeting, received by the Corporate Secretary of the Company within the time period specified in the notice of the meeting, shall be taken into account.

10.6. The Chairman of the Board of Directors of the Company, at the opening of the meeting, informs the members of the Board of Directors of the Company about the presence of a quorum, dissenting opinions on the issues on the agenda, and announces the agenda.

10.7. In exceptional cases, issues not included in the agenda may be considered at a meeting if the consideration of such issue is unanimously approved by the members of the Board of Directors of the Company participating in the meeting.

10.8. In the absence of a quorum (recorded in the minutes of the Board of Directors of the Company), the meeting is declared invalid. In this case, the Chairman of the Board of Directors of the Company makes one of the following decisions:

1) through consultation with the members of the Board of Directors of the Company present, determines the time for postponing the start of the meeting;

2) determines the date, time, method of making a decision by the Board of Directors of the Company (meeting or absentee voting), the agenda of a new meeting or absentee voting held to replace the failed one.

10.9. If, during a meeting at which voting is combined with absentee voting, the number of members of the Board of Directors of the Company participating in the meeting, taking into account the members of the Board of Directors of the Company whose ballot papers are taken into account when determining the quorum in accordance with paragraph 10.5 of this Regulation, is less than half of the number of elected members of the Board of Directors of the Company, the Chairman of the Board of Directors of the Company shall decide to postpone the consideration of issues included in the agenda but not considered by the time the decision on the postponement is made.

10.10. The meeting of the Board of Directors of the Company includes the following stages:

1) presentation by a member of the Board of Directors of the Company or an invited person with a report on the agenda item;

2) discussion of the agenda item;

3) proposals for the formulation of a decision on the agenda item;

4) voting on an agenda item;

5) counting votes and summing up the voting results;

6) announcement of the voting results and the decision taken on the agenda item.

10.11. At a meeting of the Board of Directors of the Company, information from the Corporate Secretary of the Company on the implementation of previously adopted decisions of the Board of Directors of the Company may be heard.

10.12. When voting at a meeting is combined with absentee voting, the acceptance of ballot papers from members of the Board of Directors of the Company who voted in absentia shall be completed at the time specified in the notice of the meeting on the date of the meeting, unless an earlier date for the completion of the acceptance of ballot papers is specified in this notice.

10.12.1 The questionnaire, completed in accordance with Appendix 3 to this Regulation, is sent to the members of the Board of Directors of the Company as part of the materials for the meeting.

10.12.2. When filling out the questionnaire, a member of the Board of Directors of the Company must leave only one of the possible voting options uncrossed out (“for”, “against”, “abstained”).

A questionnaire filled out in violation of the requirement provided for in this subparagraph shall be deemed invalid in terms of voting on the relevant issue and shall not be taken into account when summing up the results (summary) of voting on it.

10.12.3. The completed questionnaire must be signed by a member of the Board of Directors of the Company with a personal signature or using an electronic signature, indicating his last name, first name and patronymic (if any).

A questionnaire that is not signed by a member of the Board of Directors of the Company in accordance with the requirements of this subparagraph is considered invalid and is not taken into account when determining the quorum and summing up the results (summary) of the voting.

10.12.4. The completed and signed questionnaire must be submitted by a member of the Board of Directors of the Company within the time period specified in the notice of the

meeting to the Corporate Secretary of the Company via electronic communication, followed by submission of the original questionnaire to the address specified therein.

Members of the Board of Directors of the Company may also vote in the automated information system.

A questionnaire received by the Corporate Secretary of the Company after the expiration of the period specified in the notice of the meeting is not taken into account when determining the quorum and summing up the results (summary) of the voting.

10.12.5. A member of the Board of Directors of the Company has the right to present a dissenting opinion on issues submitted for consideration by the Board of Directors of the Company, which must be drawn up in writing, signed by the member of the Board of Directors of the Company with his own handwritten signature or using an electronic signature, indicating his last name, first name and patronymic (if any) and submitted to the Corporate Secretary of the Company together with a questionnaire completed in accordance with subparagraphs 10.12.2 and 10.12.3 of paragraph 10.12 of this Regulation.

In the event that a dissenting opinion on an issue submitted for consideration to the Board of Directors of the Company contains a position on voting on the proposed draft resolution and a member of the Board of Directors of the Company indicates his vote on this issue, such vote must correspond to the vote of the member of the Board of Directors of the Company in the submitted questionnaire.

If a member of the Board of Directors of the Company proposes in a dissenting opinion an alternative draft resolution on an issue and indicates his position on voting on such draft resolution, he must also indicate his vote on the draft resolution submitted for consideration by the Board of Directors of the Company.

In the event of non-compliance with the requirements stipulated by paragraphs two through three of this subparagraph, the vote of a member of the Board of Directors of the Company on the relevant agenda item will not be taken into account when summing up the results (summary) of the vote.

10.12.6. The Corporate Secretary of the Company is obliged to bring to the attention of the Chairman of the Board of Directors of the Company all questionnaires received within the time period specified in the notice of the meeting and taken into account when determining the quorum, as well as dissenting opinions submitted in the manner prescribed by subparagraph 10.12.5 of paragraph 10.12 of this Regulation.

10.13. A dissenting opinion of a member of the Board of Directors of the Company, received in accordance with the procedure established by subparagraph 10.12.5 of paragraph 10.12 of this Regulation, must be attached to the minutes of the Board of Directors of the Company.

10.14. The minutes of the Board of Directors of the Company shall be drawn up in the manner established by this Regulation, based on the results (summary) of voting at the meeting and questionnaires received from members of the Board of Directors of the Company in the manner established by this Regulation.

10.15. Members of the Company's Audit Commission, representatives of the Company's audit organization, employees of the Company's executive office, and other persons may be invited to the meeting.

10.16. At the meeting, with the consent of the members of the Board of Directors of the Company, audio and video recording may be carried out in order to record its progress.

## **11. The procedure for making decisions by the Board of Directors of the Company by means of absentee voting**



11.1. The decision of the Board of Directors of the Company on issues within its competence may be taken by absentee voting.

11.2. The questionnaire is drawn up in accordance with Appendix 3 to this Regulation and sent to the members of the Board of Directors of the Company as part of the materials for absentee voting.

11.3. When determining the quorum for the agenda items of absentee voting, the questionnaires received by the Corporate Secretary of the Company within the time period specified in the notice of absentee voting shall be taken into account.

11.4. The rules established by subparagraphs 10.12.2 - 10.12.4 of paragraph 10.12 of this Regulation shall apply to the procedure for filling out, signing and submitting the questionnaire, as well as to the procedure for taking it into account when determining the quorum and summing up the results (summary) of the voting.

11.5. A member of the Board of Directors of the Company has the right to present a dissenting opinion on issues submitted for consideration to the Board of Directors of the Company.

The procedure for drafting and signing a dissenting opinion by a member of the Board of Directors of the Company, as well as the procedure for submitting it to the Corporate Secretary of the Company, is determined by subparagraph 10.12.5 of paragraph 10.12 of this Regulation.

11.6. Based on the questionnaires received from the members of the Board of Directors of the Company, the Corporate Secretary of the Company shall draw up the minutes of the Board of Directors of the Company in the manner established by this Regulation.

## **12. The procedure for holding a meeting or absentee voting related to the formation of the sole executive body of the Company**

12.1. The holding of a meeting or absentee voting related to the formation of the executive bodies of the Company (election, termination, suspension of powers) shall be carried out in accordance with the general rules established by this Regulation, taking into account the features determined by this article.

12.2. The procedure defined by this article shall be applied in the following cases:

- termination of the powers of the General Director of the Company and the election of a new General Director of the Company (or Acting General Director of the Company);
- election of the General Director of the Company (if the Board of Directors of the Company had previously made a decision to terminate the powers of the General Director of the Company and to elect an Acting General Director of the Company and a new General Director of the Company was not elected);
- suspension of the powers of the managing organization (manager) and appointment of the Acting General Director of the Company.

12.3. Conducting a meeting or absentee voting, the agenda of which includes the issues specified in paragraph 12.2 of this Regulation, consists of the following stages:

- notification of members of the Board of Directors of the Company about holding a meeting or absentee voting, indicating the right to nominate candidates for the position of General Director of the Company (or the Acting General Director of the Company in the event of the issue of suspending the powers of the managing organization (manager) or the candidacy of the managing organization (manager), in the cases provided for in this article;

- nomination by members of the Board of Directors of the Company of candidates for the position of General Director of the Company (Acting General Director of the Company, managing organization (manager);
- making a decision to terminate the powers of the General Director of the Company or to suspend the powers of the managing organization (manager);
- making a decision on the election of the General Director of the Company (Acting General Director of the Company in the event of the issue of suspending the powers of the managing organization (manager);
- making a decision on the election of an Acting General Director of the Company, if a decision has been made to terminate the powers of the General Director of the Company, but as a result of the vote, a decision has not been made to elect a new General Director of the Company;
- formation of a proposal by the Board of Directors of the Company on the candidate(s) of the managing organization (manager) for the adoption by the General Meeting of Shareholders of the Company of a decision on the issue of transferring the powers of the sole executive body of the Company to the managing organization (manager).

12.4. In the event of a decision to suspend the powers of the managing organization (manager) of the Company and appoint an Acting General Director of the Company, the Board of Directors of the Company shall be obliged to make a decision to hold a meeting or absentee voting to adopt a decision by the General Meeting of Shareholders of the Company on the issue of early termination of the powers of the managing organization (manager).

12.5. In the case provided for in paragraph 12.4 of this Regulation, the Board of Directors of the Company is obliged, simultaneously with the decision to suspend the powers of the managing organization (manager) and appoint the Acting General Director of the Company, to also consider the issue of the candidate(s) of the managing organization (manager) to whom it is proposed to transfer the powers of the sole executive body of the Company, and also to make other decisions related to the suspension of the powers of the managing organization (manager) and the performance of the functions of the Acting General Director of the Company until the moment of holding a meeting or absentee voting to adopt a decision by the General Meeting of Shareholders of the Company on the relevant issue.

12.6. Notification of a meeting or absentee voting, the agenda of which contains the issues stipulated by paragraph 12.2 of this Regulation, shall be sent to the members of the Board of Directors of the Company no later than 3 (Three) calendar days before the date of the meeting or before the end date of the acceptance of questionnaires in the case of absentee voting.

12.7. Unless otherwise established by a decision of the Board of Directors of the Company, each member of the Board of Directors of the Company has the right to nominate no more than 1 (One) candidate for the position of General Director of the Company (Acting General Director of the Company).

A member of the Board of Directors of the Company also has the right to nominate a candidate for the position of Acting General Director of the Company in the event that a decision is made to terminate the powers of the General Director of the Company, but as a result of the vote a decision is not made to elect a new General Director of the Company.

In this case, a member of the Board of Directors of the Company has the right to nominate the same person both for the position of General Director of the Company and for the position of Acting General Director of the Company.

the powers of the managing organization (manager) is included in the agenda of a

meeting or absentee voting, a member of the Board of Directors of the Company also has the right to nominate a candidate of the managing organization (manager) to form a proposal of the Board of Directors of the Company to the General Meeting of Shareholders of the Company on the issue of transferring the powers of the sole executive body of the Company to the managing organization (manager).

12.9. A proposal to nominate a candidate/candidacy (clauses 12.7 and 12.8 of this Regulation) shall be submitted in writing and signed by the member of the Board of Directors of the Company nominating the candidate/candidacy.

12.10. A proposal to nominate a candidate for the position of General Director of the Company (Acting General Director of the Company) must contain the following information:

- last name, first name, patronymic (if any) of the proposed candidate;
- date and place of birth;
- information about education, specialty and qualifications;
- information about the presence of an academic degree;
- information on work experience over the past 5 years;
- the number and categories (types) of shares of the Company owned by the candidate;
- consent of the candidate for election to the relevant position .

12.11. The proposal to nominate a candidate for the managing organization must contain the following information:

- full corporate name of the organization;
- information about the date and place of state registration of the organization;
- information about the founders of the organization;
- information about shareholders (participants) of the organization;
- information about the organization's affiliates.

12.12. The proposal to nominate a candidate for manager must contain the information specified in paragraph 12.10 of this Regulation, as well as information on whether the candidate has a certificate of state registration as an individual entrepreneur.

12.13. Proposals to nominate candidates for the position of General Director of the Company (Acting General Director of the Company, managing organization (manager) must be received by the Company in the original or by e-mail no later than 2 (Two) calendar days before the date of the meeting or before the deadline for accepting questionnaires in absentia voting.

12.14. Proposals for nomination of candidates received from members of the Board of Directors of the Company are included in the voting list .

12.15. If, based on the results of the vote (votes) on the issue of electing the General Director of the Company, none of the candidates receives the required number of votes, the Board of Directors of the Company has the right to appoint an Acting General Director of the Company.

In this case, voting is carried out on those candidates for the position of Acting General Director of the Company who were nominated by members of the Board of Directors of the Company in accordance with paragraph 12.7 of this Regulation.

If none of the members of the Board of Directors of the Company has nominated a candidate for the position of Acting General Director of the Company in accordance with paragraph 12.7 of this Regulation, voting shall be carried out on the candidates that members of the Board of Directors of the Company have the right to nominate during a meeting or absentee voting.

12.16. Proposals for the nomination of candidates for the position of General Director

of the Company (Acting General Director of the Company) or the managing organization (manager) of the Company and information about them received from members of the Board of Directors Companies are sent by the Corporate with the Secretary of the Company to the relevant Committee of the Board of Directors The Company immediately after their receipt in a manner and manner that ensures their prompt receipt by the Committee of the Board of Directors of the Company.

Decisions (recommendations) of the Committee of the Board of Directors of the Company, if they are received by the Board of Directors of the Company before the date of the meeting or before the deadline for accepting questionnaires during absentee voting, are immediately sent by the Corporate Secretary of the Company to the members of the Board of Directors of the Company, and are also provided to the members of the Board of Directors of the Company directly during the meeting or absentee voting.

If the decisions (recommendations) of the relevant Committee are not submitted to the Board of Directors of the Company, the Board of Directors of the Company has the right to make a decision on the issue without taking into account such decisions (recommendations).

### **13. Minutes of the results of the meeting or absentee voting**

13.1. The holding of a meeting and the results of voting at a meeting, including voting at which is combined with absentee voting, as well as the results of absentee voting, shall be confirmed by the minutes of the Board of Directors of the Company.

13.2. The minutes of the Board of Directors of the Company shall be drawn up no later than 3 (Three) calendar days after the date of the meeting or the end date of acceptance of questionnaires in the case of absentee voting.

13.3. The minutes of the Board of Directors of the Company shall indicate:

- full corporate name of the Company;
- the date and time of the meeting, and if voting at the meeting was combined with absentee voting, also the date and time of the end of the acceptance of questionnaires from members of the Board of Directors of the Company who voted in absentia, the location of the meeting or information that the meeting with remote participation was held without determining the location of its holding, or in the case of absentee voting - the date and time of the end of the acceptance of questionnaires ;
- persons who took part in the meeting or absentee voting, as well as persons invited to the meeting in accordance with paragraph 10.15 of this Regulation;
- speakers on the agenda items of the meeting;
- agendas;
- agenda items put to a vote and the results (summary) of voting on each agenda item, indicating the voting option of each member of the Board of Directors of the Company or information that he did not take part in the voting, decisions taken on each agenda item;
- summary transmission of reports and speeches of persons participating in the meeting;
- agenda items that were not put to a vote (if any);
- information about the persons who signed the minutes of the Board of Directors of the Company;
- minutes instructions of the Chairman of the Board of Directors of the Company (if any).

13.4. The minutes of the Board of Directors of the Company shall be signed by the Chairman of the Board of Directors of the Company (the Chairman) and the Corporate Secretary of the Company, who shall be responsible for the correctness of its preparation.

13.5. The following documents are attached to the minutes of the Board of Directors of the Company:

- a) documents approved by the Board of Directors of the Company when making decisions on agenda items;
- b) dissenting opinions of members of the Board of Directors of the Company;
- c) questionnaires.

The Corporate Secretary of the Company signs all appendices to the minutes of the Board of Directors of the Company (the Chairman of the Board of Directors of the Company signs appendices to the minutes of the Board of Directors of the Company if this is provided for by the format of the document).

13.6. Decisions made by the Board of Directors of the Company shall be communicated by the Corporate Secretary of the Company to the members of the Board of Directors of the Company by sending a copy of the minutes of the Board of Directors of the Company via e-mail or an automated information system no later than 3 (Three) calendar days from the date of signing the minutes of the Board of Directors of the Company.

13.7. The decisions of the Board of Directors of the Company are communicated to their executors in the form of extracts from the minutes of the Board of Directors of the Company separately for each issue.

13.8. Extracts from the minutes of the Board of Directors of the Company are prepared and signed by the Corporate Secretary of the Company.

13.9. The Company is obliged to keep the minutes of the Board of Directors of the Company at the location of the executive body of the Company.

13.10. The minutes of the Board of Directors of the Company must be available for review at the location of the executive body of the Company to any member of the Board of Directors, member of the Audit Commission, member of the Management Board of the Company, the General Director of the Company, the audit organization of the Company, official representatives of the regulatory authorities, as well as the shareholder (shareholders) of the Company in accordance with the requirements of the Federal Law "On Joint-Stock Companies".

#### **14. Conflict of interests of members of the Board of Directors of the Company**

14.1. Members of the Board of Directors of the Company are obliged to refrain from actions that will lead or are potentially capable of leading to the emergence of a conflict between their interests and the interests of the Company, in particular, if the personal interests of a member of the Board of Directors of the Company are in conflict or may be in conflict with the interests of the Company, if a member of the Board of Directors of the Company takes actions or has interests that prevent him from objectively and effectively performing his work in the Company.

14.2. In the event of the occurrence (or potential occurrence) of a conflict of interest, members of the Board of Directors of the Company are obliged to promptly inform the Chairman of the Board of Directors of the Company, the Board of Directors of the Company, the Corporate Secretary of the Company both of the fact of the existence of a conflict of interest and of the grounds for its occurrence.

14.3. Notification of a conflict of interest is carried out by a member of the Board of Directors of the Company by sending a corresponding notice to the Chairman of the Board of Directors of the Company and the Corporate Secretary of the Company before the date of the meeting or the end date for accepting questionnaires in the case of absentee voting.

Within 1 (One) business day from the date of receipt of the notification provided for in this clause, the Corporate Secretary of the Company shall notify the members of the Board of Directors of the Company about it.

14.4. A member of the Board of Directors of the Company shall not participate in voting on an issue in the event of a conflict of interest. He must refrain from voting on issues in relation to which he has or has had a conflict of interest.

## **15. Assessment of the quality of work of the Board of Directors of the Company**

15.1. In order to improve efficiency, the Board of Directors of the Company shall, on an annual basis, assess the quality of work of the Board of Directors of the Company by conducting a self-assessment or an assessment with the involvement of an independent consultant (external assessment).

15.2. The results of the self-assessment or external assessment of the quality of work of the Board of Directors of the Company shall be considered by the Board of Directors of the Company at a meeting, unless the Chairman of the Board of Directors of the Company makes a different decision.

## **16. Final provisions**

16.1 If, as a result of changes in the regulatory legal acts of the Russian Federation, individual provisions of this Regulation come into conflict with them, these provisions are recognized as invalid and until changes are made to this Regulation, the Company shall be guided by the regulatory legal acts of the Russian Federation.

Appendix 1  
to the Regulation on the Board of  
Directors of  
Rosseti Centre, PJSC

Public Joint stock company «Rosseti  
Centre»

To the members of the Board of  
Directors of  
Public Joint stock company «Rosseti  
Centre»

About holding a meeting  
Board of Directors of the Company

## NOTIFICATION

Dear members of the Board of Directors!

"\_\_" \_\_\_\_\_ 202\_ at \_\_\_\_-\_\_ p.m. at the address:

---

**a meeting of the Board of Directors of Rosseti Centre, PJSC will be held<sup>1</sup>.**

**Members of the Board of Directors of Rosseti Centre, PJSC** may participate in the meeting of the Board of Directors of Rosseti Centre, PJSC remotely using electronic or other technical means by  
\_\_\_\_\_ <sup>2</sup>

**Meeting of the Board of Directors of Rosseti Centre, PJSC** is held without determining the location of its holding<sup>3</sup>.

### Agenda of the meeting:

1. ...
2. ...

Please note that when decisions are made by the Board of Directors of the Company at a meeting, voting at the meeting is combined with absentee voting. Thus, a member of the Board of Directors of the Company who is absent from the meeting has the right to participate in the voting by sending the questionnaire to the Corporate Secretary of the Company in the original or by e-mail to the address: \_\_\_\_\_ no later than \_\_\_\_\_ <sup>4</sup>.  
/date, time/

A questionnaire received by the Company after the expiration of the specified period is not taken into account when determining the quorum for making decisions by the Board of Directors of the Company and summing up the results (summary) of the voting. Please send the original questionnaire to the following address: \_\_\_\_\_ <sup>5</sup>.

Chairman of the  
Board of Directors

\_\_\_\_\_-\_\_\_\_\_-\_\_\_\_\_

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<sup>1</sup>The address is not indicated if a decision is made to hold a meeting with remote participation without determining the location of the meeting.

<sup>2</sup>Indicated if a decision has been made to hold a meeting with remote participation.

<sup>3</sup>Indicated if a decision has been made to hold a meeting with remote participation without determining the location of the meeting.

<sup>4</sup>Not specified if the Chairman of the Board of Directors of the Company, on the basis of the second paragraph of clause 10.3 of this Regulation, has decided that voting at the meeting is not combined with absentee voting.

<sup>5</sup>Not specified if the Chairman of the Board of Directors of the Company, on the basis of the second paragraph of clause 10.3 of this Regulation, has decided that voting at the meeting is not combined with absentee voting.

Appendix 2  
to the Regulation on the Board of  
Directors of  
Rosseti Centre, PJSC

Public Joint stock company «Rosseti  
Centre»

To the members of the Board of  
Directors of  
Public Joint stock company «Rosseti  
Centre»

On conducting absentee voting  
for decision making  
by the Board of Directors of the Company

### NOTIFICATION

Dear members of the Board of Directors!

I hereby inform you that absentee voting will be held on “\_\_” \_\_\_\_\_ 202\_ **to make decisions by the Board of Directors of Rosseti Centre, PJSC.**

Agenda for absentee voting:

1. ...
2. ...
3. ...
4. ...

The completed and signed questionnaire is sent in original or by e-mail to the address: \_\_\_\_\_ no later than \_\_\_\_\_.  
/date, time/

A questionnaire received by the Company after the expiration of the specified period is not taken into account when determining the quorum for making decisions by the Board of Directors of the Company and summing up the results (summary) of the voting. Please send the original questionnaire to the following address: \_\_\_\_\_.

Chairman of the  
Board of Directors

— · — · \_\_\_\_\_



**THE BOARD OF DIRECTORS  
of Public Joint stock company  
«Rosseti Centre»**

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**QUESTIONNAIRE  
for absentee voting for the adoption of decisions by the Board of Directors  
of Rosseti Centre, PJSC, held on \_\_.\_\_.20\_\_**

Item:

1. \_\_\_\_\_

Decision:

1. \_\_\_\_\_

FOR

AGAINST

ABSTAINED

(leave your answer option uncrossed)

---

Item:

2. \_\_\_\_\_

Decision:

2. \_\_\_\_\_

FOR

AGAINST

ABSTAINED

(leave your answer option uncrossed)

---

The completed and signed questionnaire is sent in original or by e-mail to the address: \_\_\_\_\_ no  
later than \_\_\_\_\_ .  
/date, time/

A questionnaire received by the Company after the expiration of the specified period is not taken  
into account when determining the quorum for making decisions by the Board of Directors of the Company  
and summing up the results (summary) of the voting.

Please send the original questionnaire to the following address: \_\_\_\_\_  
\_\_\_\_\_.

Member of the Board of Directors \_\_\_\_\_ / \_\_\_\_\_  
(signature) (full name)

**WITHOUT THE SIGNATURE OF A MEMBER OF THE BOARD OF DIRECTORS, THE  
QUESTIONNAIRE IS INVALID**