

MINUTES
of meeting of the Strategy Committee
of the Board of Directors of Rosseti Centre, PJSC

29 December 2022

Moscow

No. 28/22

Form of the meeting: absent voting.**Total number of members of the Strategy Committee:** 10 persons.**Participants of the voting:** A.G. Aleshin, A.V. Golovtsov, V.Y. Zarkhin, Y.A. Leshchevskaya, D.D. Mikheev, A.V. Morozov, A.A. Polinov, V.A. Ukolov, M.G. Tikhonova, A.P. Tulba.**Members who provided questionnaires:** none.**The quorum** is present.**Date of the minutes:** 29.12.2022.**AGENDA:**

1. On recommendations to the Board of Directors of the Company on the item «On approval of the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 and the finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024».

2. On the recommendation to the Board of Directors of the Company on the item «On approval of the report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021».

Item 1. On recommendations to the Board of Directors of the Company on the item «On approval of the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 and the finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024».

Decision:

To recommend that the Board of Directors of the Company take the following decision:

«1. To approve the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 (hereinafter - the Program) in accordance with Appendix # 1 and the finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024 in accordance with the Appendix to this decision of the Board of Directors of the Company.

2. To recognize as invalid the decision on item 2 «On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030», approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 04.02.2020 (Minutes dated 05.02.2020 # 05/20).

3. To note the need for the Company to achieve indicators and performance indicators for the software class «Systems of financial management, asset management and human resources (ERP)».

4. To instruct General Director of the Company to ensure:

4.1. Achieving the efficiency indicator for import substitution of the share of financing for the purchase of domestic software and related works (services) in the total volume of financing for the purchase of software and related works (services) in 2022 - at least 62%, in 2023 - at least 70%, in 2024 - at least 80%, including without allocation of additional funding sources.

4.2. Cost optimization for activities of the Program of Digital Transformation.

4.3. Financing the activities of the updated Program, including the Action Plan for the transition to the predominant use of domestic software, within the limits of the approved Business Plan and the Investment Program of the Company.

4.4. Implementation of the Program, including the unconditional achievement of key performance indicators of digital transformation (target indicators), including indicators related to import substitution of software.

4.5. Annual adjustment of the Program, including the Action Plan for the transition to the predominant use of domestic software, taking into account the current level of technology development and synchronization with the Business Plan and the Investment Program of the Company (if necessary).

4.6. Submission to the Board of Directors of the Company of an interim report on the implementation of the Program activities, the achievement of key performance indicators for its implementation.

Deadline: quarter I - until 4 April of the reporting year, quarter II - until 4 July of the reporting year, half I - until 4 July of the reporting year, quarter III - until 4 October of the reporting year, quarter IV - until 26 December of the reporting year.

4.7. Submission to the Board of Directors of the Company of a consolidated report on the implementation of the Program activities, achievement of key performance indicators for its implementation.

Deadline: Annually, no later than 18 April of the year following the reporting year.

4.8. Presentation in the consolidated annual report on the implementation of the Program activities, an assessment of the contribution of the Program projects to the achievement of strategic goals («reliability» (SAIDI, SAIFI), «labour productivity», «level of electricity losses», «reduction of operating costs»).

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Artem Gennadievich Aleshin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 4. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 5. Dmitry Dmitrievich Mikheev | - «FOR» |
| 6. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 7. Alexey Alexandrovich Polinov | - «FOR» |
| 8. Maria Gennadievna Tikhonova | - «FOR» |
| 9. Andrey Petrovich Tulba | - «FOR» |
| 10. Vladimir Anatolyevich Ukolov | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

A member of the Strategy Committee of the Board of Directors of the Company, V.Y. Zarkhin, submitted a dissenting opinion on the item (Appendix #1).

Item 2. On the recommendation to the Board of Directors of the Company on the item «On approval of the report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021».

Decision:

To recommend that the Board of Directors of the Company take the following decision:

«1. To approve the Report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021 (hereinafter – the Report) in accordance with the Appendix.

2. *To pay annual bonuses to General Director of Rosseti Centre, PJSC in accordance with the approved Report in accordance with paragraph 1 of this decision in the amount of 18% of the maximum annual remuneration for the achievement of all KPIs».*

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Artem Gennadievich Aleshin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 5. Dmitry Dmitrievich Mikheev | - «FOR» |
| 6. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 7. Alexey Alexandrovich Polinov | - «FOR» |
| 8. Maria Gennadievna Tikhonova | - «FOR» |
| 9. Andrey Petrovich Tulba | - «FOR» |
| 10. Vladimir Anatolyevich Ukolov | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendix: The dissenting opinion from the member of the Strategy Committee of the Board of Directors of the Company, V.Y. Zarkhin, on the agenda item (Appendix #1).

Chairperson of the Strategy Committee

A.A. Polinov

Secretary of the Strategy Committee

S.V. Lapinskaya