

MINUTES
of the meeting of the Audit Committee
of the Board of Directors of Rosseti Centre, PJSC
(in the form of joint presence)

08 August 2023

Moscow

No. 16/23

Form of the meeting: joint presence.

Time of the meeting: 14 hours 00 minutes – 15 hours 00 minutes.

Place of the meeting: Moscow, Malaya Ordynka St., 15, floor 1, room 611.

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

Participants of the meeting: M.V. Korotkova, A.N. Zharikov, A.V. Morozov.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

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

Date of the minutes: 08.08.2023.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Maria Vyacheslavna Korotkova.

The following persons from Rosseti Centre, PJSC were present:

L.A. Burlakova - Acting Deputy General Director for Corporate and Legal Activities;

G.V. Bekasov - Head of the Internal Audit Department

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department.

The following persons from PJSC Rosseti were present:

T.L. Zaitseva - Head of the Methodology and Reporting Section of the Internal Audit Department

The external auditor (TSATR – Audit Services LLC) was represented by T.L. Okolotina (Partner)

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

AGENDA:

1. On the interaction of the Audit Committee of the Board of Directors of the Company with the internal auditor and audit organization, including the scope of audit procedures and methods of auditing proposed by the audit organization.

2. On consideration of the report of the internal audit division of the Company on the implementation of the Work Plan for 6 months of 2023 and the results of the internal audit activity.

3. On preliminary consideration of the Company's internal audit report on assessment of the corporate governance efficiency for the 2022-2023 corporate year.

Item 1. On the interaction of the Audit Committee of the Board of Directors of the Company with the internal auditor and audit organization, including the scope of audit procedures and methods of auditing proposed by the audit organization.

Speaker – T.L. Okolotina/G.V. Bekasov.

Questions were received from A.N. Zharikov, A.V. Morozov.

Answers and explanations were provided by T.L. Okolotina.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

1. To take into consideration the information of the audit organization on the system of internal standards in force for the auditor, the independence of the auditor, approaches to auditing the financial statements of Rosseti Centre, PJSC for 2023 and the information of the internal auditor on the organization of internal audit activities in the Company in accordance with Appendix # 1 to this decision of the Audit Committee.
2. The internal audit to ensure effective interaction with the external auditor on the issues of assessing the effectiveness of the internal control and risk management system.
3. To recommend that the audit organization timely inform the Audit Committee of the Company (in case of detection and discovery) about facts of difficulties and restrictions that arise during the audit, as well as about identified signs of manipulation of reporting data.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On consideration of the report of the internal audit division of the Company on the implementation of the Work Plan for 6 months of 2023 and the results of the internal audit activity.

Speaker – G.V. Bekasov.

Questions were received from A.N. Zharikov.

Answers and explanations were provided by G.V. Bekasov.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

To approve the report of the Internal Audit Department of the Company «On the implementation of the work plan and the results of the internal audit activity for 6 months of 2023» in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company, including the achievement of key performance indicators of the head of the internal audit division of Rosseti Centre, PJSC for the 2nd quarter of 2023.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR»	- «3»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

Decision is taken.

Item 3. On preliminary consideration of the Company's internal audit report on assessment of the corporate governance efficiency for the 2022-2023 corporate year.

Speaker – G.V. Bekasov/L.A. Burlakova.

Questions were received from A.V. Morozov.

Answers and explanations were provided by G.V. Bekasov and L.A. Burlakova.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

To recommend that the Board of Directors of the Company take consideration the internal audit report of Rosseti Centre, PJSC on assessment of the efficiency of the corporate governance system for the 2022-2023 corporate year in accordance with Appendix # 3 to this decision of the Audit Committee.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 08.08.2023 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The information of the audit organization on the system of internal standards in force for the auditor, the independence of the auditor, approaches to auditing the financial statements of Rosseti Centre, PJSC for 2023 and the information of the internal auditor on the organization of internal audit activities (Appendix #1).
2. The report of the Internal Audit Department of the Company «On the implementation of the work plan and the results of the internal audit activity for 6 months of 2023» (Appendix # 2).
3. The internal audit report of Rosseti Centre, PJSC on assessment of the efficiency of the corporate governance system for the 2022-2023 corporate year (Appendix # 3).

Chairperson of the Audit Committee

M.V. Korotkova

Secretary of the Audit Committee

S.V. Lapinskaya