

MINUTES
of meeting of the Board of Directors of Rosseti Centre, PJSC
(in the form of absent voting)

«06» March 2023

Moscow

No. 14/23

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **E.V. Andreeva, A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, E.V. Lyapunov, D.V. Krainskiy, I.V. Makovskiy, A.V. Morozov, A.A. Polinov.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **06.03.2023.**

AGENDA:

1. On provision of charitable assistance by Rosseti Centre, PJSC in 2023.
2. On approval of the internal audit report on the implementation of the work plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities for 2022, the implementation of the action plan for development and improvement of the Company's internal audit activities and the action plan for professional development of internal auditors.
3. On consideration of the Company's shareholders' proposals for inclusion of items on the agenda of the Company's Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.
4. On determination of the date of the meeting of the Company's Board of Directors to consider issues related to the preparation for the Company's Annual General Meeting of Shareholders.

Item 1. On provision of charitable assistance by Rosseti Centre, PJSC in 2023.

Decision:

1. To approve the provision of charitable assistance by Rosseti Centre, PJSC in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of Rosseti Centre, PJSC to ensure the financing of the charitable assistance at the expense of profit from unregulated activities without reducing the planned indicators for the financial result, taking into account the unconditional fulfillment of the indicator for the reduction of specific operating expenses (costs) based on the results of work for 2023.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Elena Viktorovna Andreeva | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Yury Vladimirovich Goncharov | - «FOR» |
| 4. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

Item 2. On approval of the internal audit report on the implementation of the work plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities for 2022, the implementation of the action plan for development and improvement of the Company's internal audit activities and the action plan for professional development of internal auditors.

Decision:

To approve the report on the implementation of the internal audit work plan of Rosseti Centre, PJSC for 2022, including the results of self-assessment of the quality of internal audit activities for 2022, the results of the implementation in 2022 of the action plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024 and the action plan for the professional development of internal auditors in Rosseti Centre, PJSC for the period of 2022-2024, as well as the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in 2022, in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3. On consideration of the Company's shareholders' proposals for inclusion of items on the agenda of the Company's Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.

Decision:

1. To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Evgeny Viktorovich Lyapunov	Deputy Director General - Chief Engineer of PJSC Rosseti	PJSC Rosseti	50,69

2	Elena Viktorovna Andreeva	Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti	PJSC Rosseti	50,69
3	Maxim Sergeevich Agafonov	Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti	PJSC Rosseti	50,69
4	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti	PJSC Rosseti	50,69
5	Yulia Alexandrovna Leshchevskaya	Deputy Director General for Strategy of PJSC Rosseti	PJSC Rosseti	50,69
6	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC	PJSC Rosseti	50,69
7	Andrey Petrovich Tulba	Director for Economics - Head of the Economics Department of PJSC Rosseti	PJSC Rosseti	50,69
8	Maria Vyacheslavna Korotkova		PJSC Rosseti	50,69
9	Alexander Viktorovich Golovtsov		SOYUZ ENERGO LLC	2,73
10	Vitaly Yuryevich Zarkhin		SOYUZ ENERGO LLC	2,73
11	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrosentraladka"	SOYUZ ENERGO LLC	2,73
12	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors	SOYUZ ENERGO LLC	2,73

2. To include the following nominees into the list of candidates for voting to be elected for the Audit Commission of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Anton Sergeevich Ulyanov	Director for Internal Audit - Head of the Internal Audit Department of PJSC Rosseti	PJSC Rosseti	50,69
2	Viktor Vladimirovich Tsarkov	First Deputy Head of the Internal Audit Department of PJSC Rosseti	PJSC Rosseti	50,69
3	Svetlana Mikhailovna Trishina	Deputy Head of the Internal Audit Department - Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti	PJSC Rosseti	50,69
4	Elena Alexandrovna Kabizskina	Chief Expert of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti	PJSC Rosseti	50,69
5	Gayane Robertovna Andriasova	Deputy Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti	PJSC Rosseti	50,69

Voting results:

1. Elena Viktorovna Andreeva - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Yury Vladimirovich Goncharov - «FOR»
4. Maria Alexandrovna Dokuchaeva - «FOR»
5. Vitaly Yuryevich Zarkhin - «FOR»
6. Maria Vyacheslavna Korotkova - «FOR»
7. Daniil Vladimirovich Krainskiy - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «FOR»
11. Alexey Alexandrovich Polinov - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4. On determination of the date of the meeting of the Company's Board of Directors to consider issues related to the preparation for the Company's Annual General Meeting of Shareholders.

Decision:

To determine the date of the meeting of the Company's Board of Directors to consider issues related to the preparation for the Company's Annual General Meeting of Shareholders - not later than 04 May 2023.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The terms and conditions of the provision of charitable assistance by Rosseti Centre, PJSC (Appendix # 1).
2. The report on the implementation of the internal audit work plan of Rosseti Centre, PJSC for 2022, including the results of self-assessment of the quality of internal audit activities for 2022, the results of the implementation in 2022 of the action plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024 and the action plan for the professional development of internal auditors in Rosseti Centre, PJSC for the period of 2022-2024, as well as the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in 2022 (Appendix # 2).

**Chairperson of the Board of
Directors of Rosseti Centre, PJSC**

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya