

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

«19» December 2023

Moscow

No. 55/23

Form of the meeting: **absent voting.**Total number of members of the Board of Directors: **11 people.**Participants of the voting: **M.S. Agafonov, E.V. Andreeva, M.A. Dokuchaeva, A.N. Zharikov, V.Y. Zarkhin, M.V. Korotkova, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, A.P. Tulba.**Members who did not provide questionnaires: **none.**The quorum **is present.**Date of the minutes: **19.12.2023.****AGENDA:**

1. On approval of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024.
2. On approval of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024.
3. On approval of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2024.
4. On approval of the Regulation on the Internal Audit Department of Rosseti Centre, PJSC as amended.
5. On approval of the report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2022.

Item 1. On approval of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024.**Decision:**

To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»

- «11»

| | |
|-------------|--------------|
| «AGAINST» | <u>- «0»</u> |
| «ABSTAINED» | <u>- «0»</u> |

Decision is taken.

Item 2. On approval of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024.

Decision:

To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

| | |
|-------------|---------------|
| «FOR» | <u>- «11»</u> |
| «AGAINST» | <u>- «0»</u> |
| «ABSTAINED» | <u>- «0»</u> |

Decision is taken.

Item 3. On approval of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2024.

Decision:

1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2024 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2024, specified in paragraph 1 of this decision.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

| | |
|-------|---------------|
| «FOR» | <u>- «11»</u> |
|-------|---------------|

| | |
|-------------|-------|
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.

Item 4. On approval of the Regulation on the Internal Audit Department of Rosseti Centre, PJSC as amended.

Decision:

1. To approve the Regulation on the Internal Audit Department of Rosseti Centre, PJSC as amended in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To recommend that General Director of the Company approve the Regulation on the Internal Audit Department of Rosseti Centre, PJSC as amended in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

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

Decision is taken.

Item 5. On approval of the report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2022.

Decision:

1. To approve the Report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2022 (hereinafter – the Report) in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. The annual bonus to General Director¹ of Rosseti Centre, PJSC shall be paid in accordance

¹ Bonuses for 2022 are paid in accordance with the Regulation on material incentives for General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes dated 18.07.2011 # 16/11) as amended by the decisions of the Board of Directors of the Company dated 18.12.2014 (Minutes dated 19.12.2014 # 29/14), 26.02.2015 (Minutes dated 27.02.2015 # 03/15), 29.05.2017 (Minutes dated 31.05.2017 # 14/17), 07.09.2017 (Minutes dated 08.09.2017 # 22/17), 30.09.2019 (Minutes dated 30.09.2019 # 31/19), 30.11.2020 (Minutes dated 30.11.2020 # 58/20) and 03.12.2021 (Minutes dated 03.12.2021 # 56/21), which does not apply to relations associated with remuneration and bonuses for General Director of Rosseti Centre, PJSC, starting from 01.07.2023 (unless otherwise provided by a decision of the Board of Directors of the Company) and has become invalid due to the approval by the Board of Directors of Rosseti Centre, PJSC of the conditions of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management team of Rosseti Centre, PJSC (Minutes dated 23.06.2023 # 30/23).

with the approved Report in accordance with paragraph 1 of this decision in the amount of 18% of the maximum annual remuneration for achieving all KPIs.

Voting results:

- | | | |
|-----|----------------------------------|---------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Alexey Nikolayevich Zharikov | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024 (Appendix # 1).
2. The budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024 (Appendix # 2).
3. The target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2024 (Appendix # 3).
4. The Regulation on the Internal Audit Department of Rosseti Centre, PJSC as amended (Appendix # 4).
5. The Report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2022 (Appendix # 5).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya