

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

«02» December 2021

Moscow

No. 55/21

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

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

Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.I. Krupenina, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, E.V. Prokhorov, A.V. Shevchuk.**

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

The quorum **is present.**

Date of the minutes: **03.12.2021.**

AGENDA:

1. On consideration of the report of General Director of the Company on implementation of the decisions in 3Q 2021 taken at the meetings of the Board of Directors of the Company.
2. On approval of the Corporate Governance Code of Rosseti Centre, PJSC in a new edition.
3. On approval of nomination of the Insurers of Rosseti Centre, PJSC.

Item 1. On consideration of the report of General Director of the Company on implementation of the decisions in 3Q 2021 taken at the meetings of the Board of Directors of the Company.

Decision:

1. To take consideration the report of General Director of the Company on implementation of the decisions in 3Q 2021 taken at the meetings of the Board of Directors of the Company, in accordance with Appendices # 1-4 to this decision of the Board of Directors of the Company.
2. To recognize para. 2 of the decision of the Board of Directors of the Company, taken on 10.08.2018 (Minutes # 27/18) regarding item # 2, and para. 2 of the decision of the Board of Directors of the Company, taken on 11.11.2019 (Minutes # 37/19) regarding item # 2, to have lost force.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Maria Vyacheslavna Korotkova | - «FOR» |
| 5. Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.**Item 2. On approval of the Corporate Governance Code of Rosseti Centre, PJSC in a new edition.****Decision:**

To approve the Corporate Governance Code of Rosseti Centre, PJSC in a new edition in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov	- «ABSTAINED»
2. Yury Vladimirovich Goncharov	- «FOR»
3. Vitaly Yuryevich Zarkhin	- «ABSTAINED»
4. Maria Vyacheslavna Korotkova	- «FOR»
5. Daniil Vladimirovich Krainskiy	- «FOR»
6. Anastasiya Igorevna Krupenina	- «ABSTAINED»
7. Andrey Vladimirovich Mayorov	- «FOR»
8. Igor Vladimirovich Makovskiy	- «FOR»
9. Alexey Valeryevich Molsky	- «FOR»
10. Egor Vyacheslavovich Prokhorov	- «FOR»
11. Alexander Viktorovich Shevchuk	- «AGAINST»

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 6-7).

Item 3. On approval of nomination of the Insurers of Rosseti Centre, PJSC.**Decision:**

To approve the following insurance company as the insurer of Rosseti Centre, PJSC:

Type of insurance	Insurance company	Period of insurance (period of issue of certificates of insurance)
Liability insurance for directors and officers	SOGAZ	From 01.01.2022 to 31.12.2022

Voting results:

1. Alexander Viktorovich Golovtsov	- «FOR»
2. Yury Vladimirovich Goncharov	- «FOR»
3. Vitaly Yuryevich Zarkhin	- «AGAINST»
4. Maria Vyacheslavna Korotkova	- «FOR»
5. Daniil Vladimirovich Krainskiy	- «FOR»
6. Anastasiya Igorevna Krupenina	- «ABSTAINED»
7. Andrey Vladimirovich Mayorov	- «FOR»
8. Igor Vladimirovich Makovskiy	- «FOR»
9. Alexey Valeryevich Molsky	- «FOR»

10. Egor Vyacheslavovich Prokhorov - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company on implementation of the decisions in 3Q 2021 taken at the meetings of the Board of Directors of the Company (Appendices ## 1-4).
2. The Corporate Governance Code of Rosseti Centre, PJSC in a new edition (Appendix # 5).
3. The dissenting opinions on item # 2 of the agenda from the members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 6-7).

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

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya