

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

14 October 2022

Moscow

No. 16/22

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

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

**Participants of the voting:** M.V. Korotkova, V.Y. Zarkhin, A.V. Morozov.

**Members who did not provide 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:** 14.10.2022.

**AGENDA:**

1. On preliminary consideration of amendments to the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.
2. On preliminary consideration of changes in the remuneration of the head of the internal audit of the Company (a change in the target value of the functional KPI for 2022).

**Item 1. On preliminary consideration of amendments to the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.**

**Decision:**

1. To recommend that the Board of Directors of the Company approve the amendments to the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC in accordance with Appendix # 1 to this decision of the Audit Committee.
2. To recommend that General Director of the Company submit for consideration by the Audit Committee of the Board of Directors of the Company the Methodology for assessing the quality of the audit, the auditors' opinions and the effectiveness of the process of conducting an external audit of financial statements of Rosseti Centre, PJSC».

**Voting results:**

<b>Maria Vyacheslavna Korotkova</b>	- «FOR»
<b>Vitaly Yuryevich Zarkhin</b>	- «FOR»
<b>Andrey Vladimirovich Morozov</b>	- «ABSTAINED»

**Total:**

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is not taken.**

**Item 2. On preliminary consideration of changes in the remuneration of the head of the internal audit of the Company (a change in the target value of the functional KPI for 2022).**

**Decision:**

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

«1. To approve the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in a

*new edition in accordance with the Appendix.*

*2. To determine the changes in the target values of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for 2022, in terms of adjusting the target value of the functional KPI “Assessment of satisfaction of the Audit Committee of the Board of Directors of the Company with results of the work of the internal audit unit” in accordance with the Appendix.*

*3. To instruct General Director of the Company to approve the new edition of the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC and changing the target values of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for 2022 as specified in paragraphs 1 and 2 of this decision, in terms of adjusting the target value of the functional KPI “Assessment of satisfaction of the Audit Committee of the Board of Directors of the Company with results of the work of the internal audit unit”, in the manner established by the Company».*

**Voting results:**

**Maria Vyacheslavna Korotkova** - «FOR»

**Vitaly Yuryevich Zarkhin** - «FOR»

**Andrey Vladimirovich Morozov** - «FOR»

**Total:**

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

**Decision is not taken.**

**Appendix:** The amendments to the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC (Appendix # 1).

**Chairperson of the Audit Committee**

**M.V. Korotkova**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**