

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

«04» August 2023

Moscow

No. 37/23

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: **04.08.2023.**

**AGENDA:**

1. On approval of amendments to the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023.
2. On consideration of the report on implementation in the 2nd quarter of 2023 of investment projects of Rosseti Centre, PJSC, included in the list of priority facilities.
3. On approval of the Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2023-2024.
4. On consideration of reports on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC following the results of 2022.
5. On amendments to the decision of the Board of Directors of Rosseti Centre, PJSC dated 29.06.2023 on item # 6 «On approval of the Regulation on remuneration and material incentives for top managers of Rosseti Centre, PJSC» (Minutes of the meeting dated 30.06.2023 # 31/23).

**Item 1. On approval of amendments to the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023.**

**Decision:**

To approve the amendments to the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023 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»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. On consideration of the report on implementation in the 2nd quarter of 2023 of investment projects of Rosseti Centre, PJSC, included in the list of priority facilities.**

**Decision:**

To take into consideration the report on implementation in the 2nd quarter of 2023 of investment projects of the Company, included in the list of priority facilities, 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 - «ABSTAINED»  
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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 3. On approval of the Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2023-2024.**

**Decision:**

To approve the Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2023-2024 in accordance with Appendix # 3 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 - «ABSTAINED»  
6. Maria Vyacheslavna Korotkova - «FOR»  
7. Yulia Alexandrovna Leshchevskaya - «FOR»  
8. Evgeny Viktorovich Lyapunov - «FOR»  
9. Igor Vladimirovich Makovskiy - «FOR»  
10. Andrey Vladimirovich Morozov - «ABSTAINED»  
11. Andrey Petrovich Tulba - «FOR»

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.****Item 4. On consideration of reports on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC following the results of 2022.****Decision:**

To take into consideration the reports on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC following the results of 2022 in accordance with Appendices ## 4-5 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 amendments to the decision of the Board of Directors of Rosseti Centre, PJSC dated 29.06.2023 on item # 6 «On approval of the Regulation on remuneration and material incentives for top managers of Rosseti Centre, PJSC» (Minutes of the meeting dated 30.06.2023 # 31/23).****Decision:**

To amend the decision of the Board of Directors of Rosseti Centre, PJSC dated 29.06.2023 on item # 6 «On approval of the Regulation on remuneration and material incentives for top managers of Rosseti Centre, PJSC» (Minutes of the meeting dated 30.06.2023 # 31/23) and read para.3 of this decision of the Board of Directors in the following edition:

«3. To recognize the Regulation on material incentives and social package for top managers of IDGC of 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 07.09.2017 (Minutes dated 08.09.2017 # 22/17), dated 30.11.2020 (Minutes dated 30.11.2020 # 58/20)<sup>1</sup>, as invalid starting from 29.06.2023».

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<sup>1</sup> Bonuses for the Top Managers of Rosseti Centre, PJSC for 2022 are paid in accordance with the Regulation on material incentives and social package for top managers of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company dated 15.07.2011 (Minutes dated 18.07.2011 # 16/11), as amended by the decisions of the

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «ABSTAINED» |
| 5. Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.****Appendices:**

1. The amendments to the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023 (Appendix # 1).
2. The report on implementation in the 2nd quarter of 2023 of investment projects of the Company, included in the list of priority facilities (Appendix # 2).
3. The Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2023-2024 (Appendix # 3).
4. The reports on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC following the results of 2022 (Appendices ## 4-5).

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**