

MINUTES of the Board of Directors  
of Public Joint stock company «Rosseti Centre»  
(Rosseti Centre, PJSC)

«30» June 2025

Moscow

No. 23/25

**Method of decision-making:** absentee voting.**Date and time for accepting written votes:** 18.00 hours «30» June 2025.**Total number of members of the Board of Directors:** 11 persons.**Persons who took part in the absentee voting:** M.S. Agafonov, A.G. Aleshin, E.V. Andreeva, M.A. Dokuchaeva, V.Y. Zarkhin, K.Y. Kravchenko, E.V. Lyapunov, A.V. Morozov, S.S. Pikin, A.V. Shevchuk, B.B. Ebzeev.**Persons who did not take part in the absentee voting:** none.**Quorum:** present.**Date of drawing up the Minutes:** 30.06.2025.**Details of the person who signed the Minutes:** Lyapunov Evgeny Viktorovich - Chairman of the Board of Directors of Rosseti Centre, PJSC.**AGENDA:**

1. On election of Chairman of the Board of Directors of Rosseti Centre, PJSC.
2. On consideration of the report of General Director of the Company on implementation of the decisions in 1Q 2025 taken by the Board of Directors of the Company.
3. On consideration of the report on the implementation of the activities following the results of 2024, envisaged by the Program “Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC” for the period from 2022 to 2030, including the report on the implementation of the Action Plan for the transition to the predominant use of domestic software and the report on the implementation of the plan for the procurement and use of Russian radio-electronic products by Rosseti Centre, PJSC.
4. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC on the agenda item of the Board of Directors of JSC YarEGC: «On consideration of the report on execution of the Business Plan of JSC YarEGC for 2024».
5. On the recognition of members of the Board of Directors of Rosseti Centre, PJSC as independent directors.
6. On approval of the Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period of 2024-2027 and forecast indicators until 2030.

**AGENDA ITEMS NOT PUT TO VOTE:** none.**AGENDA ITEMS PUT TO VOTE AND DECISIONS TAKEN ON THEM:****ITEM 1. On election of Chairman of the Board of Directors of Rosseti Centre, PJSC.  
THEY DECIDED:**

To elect Evgeny Viktorovich Lyapunov, Deputy Director General – Chief Engineer of PJSC Rosseti, as Chairman of the Board of Directors of Rosseti Centre, PJSC.

**RESULTS (SUMMARY) OF VOTING:**

- |                               |         |
|-------------------------------|---------|
| 1. Maxim Sergeevich Agafonov  | - «FOR» |
| 2. Artem Gennadievich Aleshin | - «FOR» |

- |     |                                 |         |
|-----|---------------------------------|---------|
| 3.  | Elena Viktorovna Andreeva       | - «FOR» |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 5.  | Vitaly Yuryevich Zarkhin        | - «FOR» |
| 6.  | Konstantin Yurievich Kravchenko | - «FOR» |
| 7.  | Evgeny Viktorovich Lyapunov     | - «FOR» |
| 8.  | Andrey Vladimirovich Morozov    | - «FOR» |
| 9.  | Sergey Sergeevich Pikin         | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk  | - «FOR» |
| 11. | Boris Borisovich Ebzeev         | - «FOR» |

**Total:**

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

**DECISION IS TAKEN.**

**ITEM 2. On consideration of the report of General Director of the Company on implementation of the decisions in 1Q 2025 taken by the Board of Directors of the Company.**

**THEY DECIDED:**

1. To take into consideration the report of General Director of the Company on implementation of the decisions in 1Q 2025 taken by the Board of Directors of the Company, in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.

2. To amend paragraph 6 of the decision of the Board of Directors of the Company taken on 30.08.2019 (Minutes # 28/19) on item # 1, reading it as follows:

*«6. Timely annual informing of the Board of Directors of the Company on the volumes of contracts concluded by the Company with organizations of the RF defense industry for the purchase of civilian products (works, services) not related to the state defense order.*

*Deadline: annually as part of the report on the implementation of the Company's Procurement Plan».*

**RESULTS (SUMMARY) OF VOTING:**

- |     |                                 |         |
|-----|---------------------------------|---------|
| 1.  | Maxim Sergeevich Agafonov       | - «FOR» |
| 2.  | Artem Gennadievich Aleshin      | - «FOR» |
| 3.  | Elena Viktorovna Andreeva       | - «FOR» |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 5.  | Vitaly Yuryevich Zarkhin        | - «FOR» |
| 6.  | Konstantin Yurievich Kravchenko | - «FOR» |
| 7.  | Evgeny Viktorovich Lyapunov     | - «FOR» |
| 8.  | Andrey Vladimirovich Morozov    | - «FOR» |
| 9.  | Sergey Sergeevich Pikin         | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk  | - «FOR» |
| 11. | Boris Borisovich Ebzeev         | - «FOR» |

**Total:**

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

**DECISION IS TAKEN.**

**ITEM 3. On consideration of the report on the implementation of the activities following the results of 2024, envisaged by the Program “Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC” for the period from 2022 to**

**2030, including the report on the implementation of the Action Plan for the transition to the predominant use of domestic software and the report on the implementation of the plan for the procurement and use of Russian radio-electronic products by Rosseti Centre, PJSC.**

**THEY DECIDED:**

1. To approve the report for 2024 on the implementation of the Program “Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period from 2022 to 2030”, including the report on the implementation of the Action Plan for the transition to the predominant use of domestic software for the period of 2022-2024 and the report on the implementation of the plan for the transition to the use of Russian radio-electronic products by Rosseti Centre, PJSC, in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To note the failure to achieve the performance indicator «Ratio of investments in digital transformation to revenue» according to the report presented in the Appendix.
3. To instruct General Director of the Company:
  - 3.1. To increase the priority of implementing the Program, performance indicators and corresponding indicators of the transition to the use of domestic software.
  - 3.2. To ensure further implementation of the Program, including the achievement of key performance indicators of digital transformation (target indicators), including indicators of the transition to the use of domestic software.

**RESULTS (SUMMARY) OF VOTING:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov       | - «FOR»       |
| 2. Artem Gennadievich Aleshin      | - «FOR»       |
| 3. Elena Viktorovna Andreeva       | - «FOR»       |
| 4. Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin        | - «FOR»       |
| 6. Konstantin Yurievich Kravchenko | - «FOR»       |
| 7. Evgeny Viktorovich Lyapunov     | - «FOR»       |
| 8. Andrey Vladimirovich Morozov    | - «FOR»       |
| 9. Sergey Sergeevich Pikin         | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Boris Borisovich Ebzhev        | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**DECISION IS TAKEN.**

**ITEM 4. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC on the agenda item of the Board of Directors of JSC YarEGC: «On consideration of the report on execution of the Business Plan of JSC YarEGC for 2024».**

**THEY DECIDED:**

To instruct representatives of Rosseti Centre, PJSC in the Board of Directors of JSC YarEGC on the agenda item «On consideration of the report on execution of the Business Plan of JSC YarEGC for 2024» to vote «FOR» taking the following decision:

*«To take into consideration the report on execution of the Business Plan of JSC YarEGC for 2024 in accordance with the Appendix».*

**RESULTS (SUMMARY) OF VOTING:**

- |                               |         |
|-------------------------------|---------|
| 1. Maxim Sergeevich Agafonov  | - «FOR» |
| 2. Artem Gennadievich Aleshin | - «FOR» |

- |     |                                 |         |
|-----|---------------------------------|---------|
| 3.  | Elena Viktorovna Andreeva       | - «FOR» |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 5.  | Vitaly Yuryevich Zarkhin        | - «FOR» |
| 6.  | Konstantin Yurievich Kravchenko | - «FOR» |
| 7.  | Evgeny Viktorovich Lyapunov     | - «FOR» |
| 8.  | Andrey Vladimirovich Morozov    | - «FOR» |
| 9.  | Sergey Sergeevich Pikin         | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk  | - «FOR» |
| 11. | Boris Borisovich Ebzeev         | - «FOR» |

**Total:**

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

**DECISION IS TAKEN.**

**ITEM 5. On the recognition of members of the Board of Directors of Rosseti Centre, PJSC as independent directors.**

**THEY DECIDED on para.1:**

1.1. In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Vitaly Yuryevich Zarkhin with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter - the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 22.04.2025 (Minutes # 03/25), to recognize V.Y. Zarkhin as an independent director despite his formal criteria of relation in connection with the following:

1.1.1. with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):

- V.Y. Zarkhin holds the position of a member of the Board of Directors in Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

1.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):

- V.Y. Zarkhin holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - Rosseti Centre, PJSC, Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC.

1.1.3. with significant counterparties of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of the following significant counterparties of the Company:
  - JSC "Motor Vehicle Plant", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC "Motor Vehicle Plant" as of 31.03.2025 and 2% of the proceeds (income) of JSC "Motor Vehicle Plant" as of 31.12.2024;
  - JSC IEC "Energoefficiency technologies", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of the Company and JSC IEC "Energoefficiency technologies" as of 31.03.2025 and 2% of the proceeds (income) of the Company and JSC IEC "Energoefficiency technologies" as of 31.12.2024;
  - Infrastructure investments-3 LLC, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of Infrastructure investments-3 LLC as of 31.03.2025

and 2% of the proceeds (income) of Infrastructure investments-3 LLC as of 31.12.2024.

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a significant counterparty of the Company, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2025 and 2% of the consolidated proceeds (income) of the Company and Rosseti Centre and Volga region, PJSC as of 31.12.2024;

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2025, and 2% of the consolidated proceeds (income) of the Company as of 31.12.2024.

1.2. To note that no other relation criteria have been identified.

1.3. To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparties of the Company is formal and does not affect the independence in the formation by V.Y. Zarkhin of his position on agenda items of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC, the significant shareholder and substantial counterparties decisions based on the following:

1.3.1. V.Y. Zarkhin was nominated and elected to the Board of Directors of Rosseti Centre, PJSC by a non-controlling shareholder of the Company (Company «The Prosperity Quest Fund», the share of voting stocks of the Company is 2,14%). This shareholder is not an affiliated entity with, and an entity controlled by PJSC Rosseti, accordingly, V.Y. Zarkhin has no obligation to vote in accordance with the position formed by PJSC Rosseti. V.Y. Zarkhin is an active representative of minority shareholders.

1.3.2. V.Y. Zarkhin has no obligation to vote on issues on the agenda of the Board of Directors of the Company in accordance with the voting instructions and position formed by the Company's significant shareholder - PJSC Rosseti. There is also no obligation to vote in accordance with directives of an entity that controls the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

1.3.3. The Company's material counterparties do not and cannot influence both the decisions made by management bodies of Rosseti Centre, PJSC, and the financial and economic activities of Rosseti Centre, PJSC, the impact of the Company's material counterparties on the financial and economic activities of Rosseti Centre, PJSC is limited only by contracts based on the following:

- JSC "Motor Vehicle Plant" renders services to the Company in driving vehicles and performs maintenance and repair of vehicles. The agreement between the Company and JSC "Motor Vehicle Plant" was concluded to improve the efficiency of the use of motor vehicles, and is designed to provide a prompt response in the event of emergency situations, taking into account the territorial specifics of the Tver region (transport accessibility of power grid facilities, remoteness and scattering of consumers, a limited fleet of vehicles). Due to the lack of grounds, the agreements were not subject to approval by the Board of Directors of the Company.

- The Company and JSC IEC "Energoefficiency technologies" concluded agreements for provision of services to develop a technical project for creation of computer programs, implementation and maintenance of telecommunications equipment (hereinafter referred to as the Agreements). The choice of JSC IEC "Energoefficiency technologies" as a contractor under the Agreements is due, firstly, to the low cost of performing services/works (compared to the cost of similar services on the market), and secondly, to the presence of a team of highly qualified technical support specialists with competence in accordance with the composition

of the systems included in the computer complex and the operational information complex, trained by the manufacturers of equipment and software included in the complex. The Agreements were concluded in order to maintain high-tech IT competencies within the Group of Companies of PJSC Rosseti, reduce the technological dependence of the parent company on the services of foreign vendors and third-party contractors and are designed to improve the security and reliability of the IT infrastructure for the main business process of managing the electric grid complex - dispatching, development and improvement of competencies in the field of maintenance and modernization of modern technological IT systems. Due to the lack of grounds, the Agreements were not subject to approval by the Board of Directors of the Company.

- The Company and Infrastructure investments-3 LLC entered into a lease agreement for movable property and energy service contracts. The choice of Infrastructure investments-3 LLC as a contractor under the lease agreement is conditioned by Resolution of the Government of the Russian Federation dated 16.06.2014 No. 1059-r; under the energy service contracts, firstly, the low cost of providing services (compared to the cost of similar services on the market), and secondly, the presence of a team of highly qualified specialists. As part of the implementation of the agreement/contracts, it is planned to modernize the fleet of electricity meters at facilities in the Bryansk, Orel and Yaroslavl regions. The installation of meters will create an effective tool for reducing commercial electricity losses, as well as identify consumers who do not provide data on the amount of electricity consumption in a timely manner, which will ensure a reduction in electricity losses. In addition, when deciding on the approval of amendments to the lease agreement, V.Y. Zarkhin abstained from voting, the energy service contracts, due to the lack of grounds, were not subject to approval by the Board of Directors of the Company.

- The Company renders services to Rosseti Centre and Volga region, PJSC in performing the functions of the sole executive body of Rosseti Centre and Volga region, PJSC in accordance with the decision of the EGM of Rosseti Centre and Volga region, PJSC (Minutes of 28.09.2020 # 16) and the consent of the FAS Russia. Commercial relations between the Company and Rosseti Centre and Volga region, PJSC are based on market conditions, including the principles of protecting competition. Moreover, when the Board of Directors of the Company makes a decision on consent to a transaction with Rosseti Centre and Volga region, PJSC as a related party transaction, V.Y. Zarkhin did not participate in voting.

- The Company and PJSC Rosseti concluded agreements on the provision of a targeted interest-free loan by the latter to the Company and the agreement on the contribution by PJSC Rosseti to the property of the Company, which does not increase its authorized capital and does not change the nominal value of shares, the source of which is a subsidy from the federal budget. The targeted interest-free loan was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. The Agreement on Contribution to the Company's Property is concluded in accordance with the Budget Code of the Russian Federation, Federal Law No. 419-FZ of 30 November 2024 «On the Federal Budget for 2025 and for the Planning Period of 2026 and 2027», Resolution of the Government of the Russian Federation No. 1780 of 25 October 2023 «On Approval of the Rules for the Provision of Subsidies from the Budgets of the Budgetary System of the Russian Federation, Including Grants in the Form of Subsidies, to Legal Entities, Individual Entrepreneurs, and Individuals - Producers of Goods, Works, Services», Decision on the Procedure for Providing Subsidies No. 24-62116-01558-R of 28 February 2025 in order to

achieve the result (implement the event) of the federal project «Guaranteed Supply of Affordable Electricity» of the state program of the Russian Federation «Development of Energy» and financial support (reimbursement) of the Company's costs to maintain reliable supply to consumers of electric energy through the implementation of measures to improve the reliability of the electric grid complex by purchasing the necessary goods, works, and services. Respectively, Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by management bodies of Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

1.3.4. V.Y. Zarkhin is a member of boards of directors of energy companies, including as an independent director from 2019 to 2023 in PJSC EL5-Energo, from 2021 to 2023 in Rosseti Siberia, PJSC, since 2019 in Rosseti South, PJSC and Rosseti Centre and Volga region, PJSC. Knowledge of the specifics of the industry allows him to make qualified judgments on the essence of issues considered by the Board of Directors of the Company.

1.3.5. V.Y. Zarkhin as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 26.07.2019 # 25/19, of 30.06.2020 # 31/20, of 07.12.2020 # 59/20, of 27.07.2022 # 39/22, of 30.09.2022 # 50/22, of 17.01.2023 # 03/23, of 24.07.2023 # 33/23, and of 24.07.2024 # 35/24), to the present day:

- is a member of the Audit Committee, Personnel and Remuneration Committee, the Strategy Committee, the Reliability Committee and the Grid Connection Committee of the Board of Directors of Rosseti Centre, PJSC and takes an active part in all convened meetings/absentee voting of the Board of Directors and the Committees of the Board of Directors of the Company (100% participation);
- in preparation for both the Board of Directors and the Committees, requests for additional information and clarifications, in some cases sends dissenting opinions on agenda items, which confirms that the specified director, in the performance of his duties, acts independently and on his own, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at observing the interests of certain groups of shareholders, third parties or management, but at the long-term interests of the Company itself.

1.4. To note that the decision to recognize the member of the Board of Directors of Rosseti Centre, PJSC V.Y. Zarkhin as an independent director is reasonable and motivated.

1.5. V.Y. Zarkhin in 2025 signed the Declaration of a member of the Board of Directors of Rosseti Centre, PJSC, recognized independent, in the form recommended by PJSC Moscow Exchange.

#### **RESULTS (SUMMARY) OF VOTING on para.1:**

- |     |                                 |         |
|-----|---------------------------------|---------|
| 1.  | Maxim Sergeevich Agafonov       | - «FOR» |
| 2.  | Artem Gennadievich Aleshin      | - «FOR» |
| 3.  | Elena Viktorovna Andreeva       | - «FOR» |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 5.  | Konstantin Yurievich Kravchenko | - «FOR» |
| 6.  | Evgeny Viktorovich Lyapunov     | - «FOR» |
| 7.  | Andrey Vladimirovich Morozov    | - «FOR» |
| 8.  | Sergey Sergeevich Pikin         | - «FOR» |
| 9.  | Alexander Viktorovich Shevchuk  | - «FOR» |
| 10. | Boris Borisovich Ebzeev         | - «FOR» |

#### **Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

## **DECISION IS TAKEN on para.1.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, V.Y. Zarkhin abstained from voting on the question of recognizing his candidacy as an independent director.*

## **THEY DECIDED on para.2:**

2.1. In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Andrey Vladimirovich Morozov with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter - the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 22.04.2025 (Minutes # 03/25), to recognize A.V. Morozov as an independent director despite his formal criteria of relation in connection with the following:

2.1.1. with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):

- A.V. Morozov holds the position of a member of the Board of Directors in Rosseti Centre and Volga region, PJSC and Rosseti North-West, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

2.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):

- A.V. Morozov holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - Rosseti Centre, PJSC, Rosseti Centre and Volga region, PJSC and Rosseti North-West, PJSC.

2.1.3. with significant counterparties of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):

- A.V. Morozov holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of the following significant counterparties of the Company:
  - JSC "Motor Vehicle Plant", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC "Motor Vehicle Plant" as of 31.03.2025 and 2% of the proceeds (income) of JSC "Motor Vehicle Plant" as of 31.12.2024;
  - JSC IEC "Energoefficiency technologies", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of the Company and JSC IEC "Energoefficiency technologies" as of 31.03.2025 and 2% of the proceeds (income) of the Company and JSC IEC "Energoefficiency technologies" as of 31.12.2024;
  - Infrastructure investments-3 LLC, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of Infrastructure investments-3 LLC as of 31.03.2025 and 2% of the proceeds (income) of Infrastructure investments-3 LLC as of 31.12.2024;
- A.V. Morozov holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a significant counterparty of the Company, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2025 and 2% of the consolidated proceeds (income) of the Company and Rosseti Centre and Volga region, PJSC as of 31.12.2024;
- A.V. Morozov holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC and Rosseti North-West, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2025, and 2% of the consolidated proceeds (income) of the Company as of 31.12.2024.

2.2. To note that no other relation criteria have been identified.



2.3. To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparties of the Company is formal and does not affect the independence in the formation by A.V. Morozov of his position on agenda items of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC, the significant shareholder and substantial counterparties decisions based on the following:

2.3.1. A.V. Morozov was nominated and elected to the Board of Directors of Rosseti Centre, PJSC by a non-controlling shareholder of the Company (Company «The Prosperity Quest Fund», the share of voting stocks of the Company is 2,14%). This shareholder is not an affiliated entity with, and an entity controlled by PJSC Rosseti, accordingly, A.V. Morozov has no obligation to vote in accordance with the position formed by PJSC Rosseti. A.V. Morozov is an active representative of minority shareholders.

2.3.2. A.V. Morozov has no obligation to vote on issues on the agenda of the Board of Directors of the Company in accordance with the voting instructions and position formed by the Company's significant shareholder - PJSC Rosseti. There is also no obligation to vote in accordance with directives of an entity that controls the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

2.3.3. The Company's material counterparties do not and cannot influence both the decisions made by management bodies of Rosseti Centre, PJSC, and the financial and economic activities of Rosseti Centre, PJSC, the impact of the Company's material counterparties on the financial and economic activities of Rosseti Centre, PJSC is limited only by contracts based on the following:

- JSC "Motor Vehicle Plant" renders services to the Company in driving vehicles and performs maintenance and repair of vehicles. The agreement between the Company and JSC "Motor Vehicle Plant" was concluded to improve the efficiency of the use of motor vehicles, and is designed to provide a prompt response in the event of emergency situations, taking into account the territorial specifics of the Tver region (transport accessibility of power grid facilities, remoteness and scattering of consumers, a limited fleet of vehicles). Due to the lack of grounds, the agreements were not subject to approval by the Board of Directors of the Company.
- The Company and JSC IEC "Energoefficiency technologies" concluded agreements for provision of services to develop a technical project for creation of computer programs, implementation and maintenance of telecommunications equipment (hereinafter referred to as the Agreements). The choice of JSC IEC "Energoefficiency technologies" as a contractor under the Agreements is due, firstly, to the low cost of performing services/works (compared to the cost of similar services on the market), and secondly, to the presence of a team of highly qualified technical support specialists with competence in accordance with the composition of the systems included in the computer complex and the operational information complex, trained by the manufacturers of equipment and software included in the complex. The Agreements were concluded in order to maintain high-tech IT competencies within the Group of Companies of PJSC Rosseti, reduce the technological dependence of the parent company on the services of foreign vendors and third-party contractors and are designed to improve the security and reliability of the IT infrastructure for the main business process of managing the electric grid complex - dispatching, development and improvement of competencies in the field of maintenance and modernization of modern technological IT systems. Due to the lack of grounds, the Agreements were not subject to approval by the Board of Directors of the Company.
- The Company and Infrastructure investments-3 LLC entered into a lease agreement for movable property and energy service contracts. The choice of Infrastructure investments-3

LLC as a contractor under the lease agreement is conditioned by Resolution of the Government of the Russian Federation dated 16.06.2014 No. 1059-r; under the energy service contracts, firstly, the low cost of providing services (compared to the cost of similar services on the market), and secondly, the presence of a team of highly qualified specialists. As part of the implementation of the agreement/contracts, it is planned to modernize the fleet of electricity meters at facilities in the Bryansk, Orel and Yaroslavl regions. The installation of meters will create an effective tool for reducing commercial electricity losses, as well as identify consumers who do not provide data on the amount of electricity consumption in a timely manner, which will ensure a reduction in electricity losses. In addition, when deciding on the approval of amendments to the lease agreement, A.V. Morozov abstained from voting, the energy service contracts, due to the lack of grounds, were not subject to approval by the Board of Directors of the Company.

- The Company renders services to Rosseti Centre and Volga region, PJSC in performing the functions of the sole executive body of Rosseti Centre and Volga region, PJSC in accordance with the decision of the EGM of Rosseti Centre and Volga region, PJSC (Minutes of 28.09.2020 # 16) and the consent of the FAS Russia. Commercial relations between the Company and Rosseti Centre and Volga region, PJSC are based on market conditions, including the principles of protecting competition. Moreover, when the Board of Directors of the Company makes a decision on consent to a transaction with Rosseti Centre and Volga region, PJSC as a related party transaction, A.V. Morozov did not participate in voting.

- The Company and PJSC Rosseti concluded agreements on the provision of a targeted interest-free loan by the latter to the Company and the agreement on the contribution by PJSC Rosseti to the property of the Company, which does not increase its authorized capital and does not change the nominal value of shares, the source of which is a subsidy from the federal budget. The targeted interest-free loan was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. The Agreement on Contribution to the Company's Property is concluded in accordance with the Budget Code of the Russian Federation, Federal Law No. 419-FZ of 30 November 2024 «On the Federal Budget for 2025 and for the Planning Period of 2026 and 2027», Resolution of the Government of the Russian Federation No. 1780 of 25 October 2023 «On Approval of the Rules for the Provision of Subsidies from the Budgets of the Budgetary System of the Russian Federation, Including Grants in the Form of Subsidies, to Legal Entities, Individual Entrepreneurs, and Individuals - Producers of Goods, Works, Services», Decision on the Procedure for Providing Subsidies No. 24-62116-01558-R of 28 February 2025 in order to achieve the result (implement the event) of the federal project «Guaranteed Supply of Affordable Electricity» of the state program of the Russian Federation «Development of Energy» and financial support (reimbursement) of the Company's costs to maintain reliable supply to consumers of electric energy through the implementation of measures to improve the reliability of the electric grid complex by purchasing the necessary goods, works, and services. Respectively, Rosseti Centre and Volga region, PJSC and Rosseti North-West, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by management bodies of Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

2.3.4. A.V. Morozov participates in the work of the boards of directors of companies in the energy complex, including as an independent director since 2018 in Rosseti Centre and Volga region, PJSC, from 2018 to 2020 in Rosseti South, PJSC, from 2019 to 2022 in Rosseti North-

West, PJSC and from 2020 to 2022 in Rosseti Volga, PJSC. According to the Board of Directors, work experience in the fuel and energy sector allows A.V. Morozov to effectively apply it when considering issues related to the development and improvement of indicators of the financial and economic activities of the Company, positioning the Company in the electric power market, and protect the interests of the Company.

2.3.5. A.V. Morozov as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 24.07.2024 # 35/24), to the present day:

- is a member of the Audit Committee, the Strategy Committee, the Reliability Committee and the Grid Connection Committee of the Board of Directors of Rosseti Centre, PJSC and takes an active part in all convened meetings/absentee voting of the Board of Directors and the Committees of the Board of Directors of the Company (100% participation);
- in preparation for both the Board of Directors and the Committees, requests for additional information and clarifications, in some cases sends dissenting opinions on agenda items, which confirms that the specified director, in the performance of his duties, acts independently and on his own, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at observing the interests of certain groups of shareholders, third parties or management, but at the long-term interests of the Company itself.

2.3.6. A.V. Morozov, holding the position of legal director in a non-profit organization Association of Institutional Investors, has the necessary professional competencies in the field of protecting the rights and legitimate interests of shareholders and investors, a generally recognized reputation that indicates his ability to independently form a position on his own, is an active representative of minority shareholders and always open for direct communication with shareholders of the Company;

2.4. To note that the decision to recognize the member of the Board of Directors of Rosseti Centre, PJSC A.V. Morozov as an independent director is reasonable and motivated.

2.5. A.V. Morozov in 2025 signed the Declaration of a member of the Board of Directors of Rosseti Centre, PJSC, recognized independent, in the form recommended by PJSC Moscow Exchange.

#### **RESULTS (SUMMARY) OF VOTING on para.2:**

- |                                    |         |
|------------------------------------|---------|
| 1. Maxim Sergeevich Agafonov       | - «FOR» |
| 2. Artem Gennadievich Aleshin      | - «FOR» |
| 3. Elena Viktorovna Andreeva       | - «FOR» |
| 4. Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin        | - «FOR» |
| 6. Konstantin Yurievich Kravchenko | - «FOR» |
| 7. Evgeny Viktorovich Lyapunov     | - «FOR» |
| 8. Sergey Sergeevich Pikin         | - «FOR» |
| 9. Alexander Viktorovich Shevchuk  | - «FOR» |
| 10. Boris Borisovich Ebzeev        | - «FOR» |

#### **Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

#### **DECISION IS TAKEN on para.2.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, A.V. Morozov abstained from voting on the question of recognizing his candidacy as an independent director.*

#### **THEY DECIDED on para.3:**

3.1. In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Sergey Sergeevich Pikin with the independence criteria,

established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter - the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 22.04.2025 (Minutes # 03/25), to recognize S.S. Pikin as an independent director despite his formal criteria of relation in connection with the following:

3.1.1. with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):

- S.S. Pikin holds the position of a member of the Board of Directors in Rosseti North-West, PJSC and Rosseti Lenenergo, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

3.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):

- S.S. Pikin holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - Rosseti Centre, PJSC, Rosseti North-West, PJSC and Rosseti Lenenergo, PJSC.

3.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):

- S.S. Pikin holds the position of a member of the Board of Directors of Rosseti Lenenergo, PJSC and Rosseti North-West, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2025 and 2% of the consolidated proceeds (income) of the Company as of 31.12.2024.

3.2. To note that no other relation criteria have been identified.

3.3. To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by S.S. Pikin of his position on agenda items of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC, the significant shareholder and substantial counterparty decisions based on the following:

3.3.1. S.S. Pikin was nominated as an independent candidate to the Board of Directors of Rosseti Centre, PJSC by the controlling shareholder of the Company (PJSC Rosseti) and did not express his intention to perform the functions of a representative of PJSC Rosseti.

3.3.2. S.S. Pikin has no obligation to vote on issues on the agenda of the Board of Directors of the Company in accordance with the voting instructions and position formed by the Company's significant shareholder - PJSC Rosseti. There is also no obligation to vote in accordance with directives of an entity that controls the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

3.3.3. S.S. Pikin participates in the work of the Boards of Directors of companies in the energy complex, including as an independent director since 2019 in Rosseti North-West, PJSC, since 2020 in Rosseti Lenenergo, PJSC, since 2024 – in Rosseti Centre, PJSC (Minutes of 24.07.2024 # 35/24).

3.3.4. S.S. Pikin, possessing the necessary professional competencies, heads the Audit Committee and is a member of the Strategy Committee and the Grid Connection Committee of the Board of Directors of Rosseti Centre, PJSC, takes an active part in all convened meetings/absentee voting of the Board of Directors and the Committees of the Board of Directors of the Company (100% participation);

3.3.5. The Company and PJSC Rosseti concluded agreements on the provision of a targeted interest-free loan by the latter to the Company and the agreement on the contribution by PJSC

Rosseti to the property of the Company, which does not increase its authorized capital and does not change the nominal value of shares, the source of which is a subsidy from the federal budget. The targeted interest-free loan was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. The Agreement on Contribution to the Company's Property is concluded in accordance with the Budget Code of the Russian Federation, Federal Law No. 419-FZ of 30 November 2024 «On the Federal Budget for 2025 and for the Planning Period of 2026 and 2027», Resolution of the Government of the Russian Federation No. 1780 of 25 October 2023 «On Approval of the Rules for the Provision of Subsidies from the Budgets of the Budgetary System of the Russian Federation, Including Grants in the Form of Subsidies, to Legal Entities, Individual Entrepreneurs, and Individuals - Producers of Goods, Works, Services», Decision on the Procedure for Providing Subsidies No. 24-62116-01558-R of 28 February 2025 in order to achieve the result (implement the event) of the federal project «Guaranteed Supply of Affordable Electricity» of the state program of the Russian Federation «Development of Energy» and financial support (reimbursement) of the Company's costs to maintain reliable supply to consumers of electric energy through the implementation of measures to improve the reliability of the electric grid complex by purchasing the necessary goods, works, and services. Respectively, Rosseti Lenenergo, PJSC and Rosseti North-West, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by management bodies of Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

3.4. To note that the decision to recognize the member of the Board of Directors of Rosseti Centre, PJSC S.S. Pikin as an independent director is reasonable and motivated.

3.5. S.S. Pikin in 2025 signed the Declaration of a member of the Board of Directors of Rosseti Centre, PJSC, recognized independent, in the form recommended by PJSC Moscow Exchange.

#### **RESULTS (SUMMARY) OF VOTING on para.3:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Maxim Sergeevich Agafonov       | - «FOR»       |
| 2.  | Artem Gennadievich Aleshin      | - «FOR»       |
| 3.  | Elena Viktorovna Andreeva       | - «FOR»       |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 5.  | Vitaly Yuryevich Zarkhin        | - «FOR»       |
| 6.  | Konstantin Yurievich Kravchenko | - «FOR»       |
| 7.  | Evgeny Viktorovich Lyapunov     | - «FOR»       |
| 8.  | Andrey Vladimirovich Morozov    | - «FOR»       |
| 9.  | Alexander Viktorovich Shevchuk  | - «ABSTAINED» |
| 10. | Boris Borisovich Ebzeev         | - «FOR»       |

#### **Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

#### **DECISION IS TAKEN on para.3.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, S.S. Pikin abstained from voting on the question of recognizing his candidacy as an independent director.*

**ITEM 6. On approval of the Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period of 2024-2027 and forecast indicators until 2030.**

**THEY DECIDED:**

1. To approve the Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period of 2024-2027 and forecast indicators until 2030 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To recognize invalid the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period from 2022 to 2030, approved by the decision of the Board of Directors of the Company on 12.07.2024 (Minutes # 32/24).
3. To instruct General Director of the Company to ensure:
  - 3.1. Financing the activities of the updated Program within the limits of the Company's Investment Program and Business Plan.
  - 3.2. Implementation of the Program, including the achievement of key performance indicators of digital transformation (target indicators), including indicators related to import substitution of software.
  - 3.3. Submission of a summary report to the Board of Directors of the Company on the implementation of the Program's activities, achieving key performance indicators of its implementation.

Deadline: Annually, no later than 18 April of the year following the reporting year.

**RESULTS (SUMMARY) OF VOTING:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov       | - «FOR»       |
| 2. Artem Gennadievich Aleshin      | - «FOR»       |
| 3. Elena Viktorovna Andreeva       | - «FOR»       |
| 4. Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 6. Konstantin Yurievich Kravchenko | - «FOR»       |
| 7. Evgeny Viktorovich Lyapunov     | - «FOR»       |
| 8. Andrey Vladimirovich Morozov    | - «ABSTAINED» |
| 9. Sergey Sergeevich Pikin         | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST»   |
| 11. Boris Borisovich Ebzhev        | - «FOR»       |

**Total:**

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

**DECISION IS TAKEN.**

**Appendices:**

1. The report on implementation of the decisions in 1Q 2025 taken by the Board of Directors of the Company (Appendices ## 1-2).
2. The summary report on the implementation of the activities following the results of 2024, envisaged by the Program "Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC" for the period from 2022 to 2030, including the report on the implementation of the Action Plan for the transition to the predominant use of domestic software and the report on the implementation of the plan for the transition to the use of Russian radio-electronic products by Rosseti Centre, PJSC (Appendix # 3).
3. The Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period of 2024-2027 and forecast indicators until 2030 (Appendix # 4).

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**