

MINUTES

of meeting of the Personnel and Remuneration Committee
of the Board of Directors of Rosseti Centre, PJSC
(in the form of absent voting)

«22» May 2024

Moscow

No. 03/24

Form of the meeting: absent voting.**Total number of members of the Personnel and Remuneration Committee:** 3 persons.**Participants of the voting:** M.A. Dokuchaeva, V.Y. Zarkhin, V.V. Kharitonov.**Members who did not provide questionnaires:** none.**The quorum is present.****Date of the minutes:** 22.05.2024.**AGENDA:**

1. On preliminary approval of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
2. On recommendations to the Board of Directors of the Company on the item «On consideration of results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year».
3. On recommendations to the Board of Directors of the Company on the item «On approval of the report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year».

Item 1. On preliminary approval of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**Decision:**

To recommend that the Board of Directors of the Company take the following decision:
«To agree upon the nomination of Alexander Petrovich Galitsky for the position of Deputy General Director for Corporate and Technological Automated Control Systems of Rosseti Centre, PJSC».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»
Vitaly Yuryevich Zarkhin - «ABSTAINED»
Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

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

Decision is taken.

A member of the Personnel and Remuneration Committee of the Board of Directors of the Company, V.Y. Zarkhin, submitted a dissenting opinion on the item (Appendix #1).

Item 2. On recommendations to the Board of Directors of the Company on the item «On consideration of results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year».

Decision:

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

«1. To take into consideration the results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year in accordance with the Appendix.

2. To instruct the management of Rosseti Centre, PJSC to take into account, when organizing corporate governance in Rosseti Centre, PJSC, the recommendations issued based on the results of assessing the effectiveness of the work of the Board of Directors of Rosseti Centre, PJSC and the Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023 - 2024 corporate year».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

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

Decision is taken.

Item 3. On recommendations to the Board of Directors of the Company on the item «On approval of the report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year».

Decision:

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

«To approve the report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year in accordance with the Appendix».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

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

Decision is taken.

Appendix: The dissenting opinion from the member of the Personnel and Remuneration Committee of the Board of Directors of the Company, V.Y. Zarkhin, on agenda item # 1 (Appendix #1).

**Chairperson of the Personnel and
Remuneration Committee**

V.V. Kharitonov

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya