

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

11 April 2022

Moscow

No. 07/22

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

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

**Participants of the voting:** M.V. Korotkova, A.I. Krupenina, A.V. Shevchuk.

**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:** 11.04.2022.

**AGENDA:**

1. On the recommendation to the Board of Directors of the Company on the item «On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021».
2. On preliminary consideration of the report of the internal auditor on the assessment of the effectiveness of the internal control system and the risk management system of the Company based on the results of 2021.

**Item 1. On the recommendation to the Board of Directors of the Company on the item «On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021».**

**Decision:**

To recommend that the Board of Directors of Rosseti Centre, PJSC take into consideration the report on the organization, functioning and efficiency of the internal control system and the risk management system of Rosseti Centre, PJSC for 2021 in accordance with Appendix # 1 to this decision of the Audit Committee.

**Voting results:**

**Maria Vyacheslavna Korotkova** - «FOR»

**Anastasiya Igorevna Krupenina** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2. On preliminary consideration of the report of the internal auditor on the assessment of the effectiveness of the internal control system and the risk management system of the Company based on the results of 2021.**

**Decision:**

To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«1. To take into consideration Auditor's Report dated 9 March 2022 No. 07-2022-Rosseti

*Centre on assessing the effectiveness of the Company's internal control system and risk management system in 2021, the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and effectiveness of the internal control system and risk management system, the effectiveness of the Company's corporate governance in accordance with the Appendices.*

*2. To recommend that General Director of the Company include the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and efficiency of the internal control system and risk management system, the effectiveness of the Company's corporate governance into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company».*

**Voting results:**

**Maria Vyacheslavna Korotkova** - «FOR»

**Anastasiya Igorevna Krupenina** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Appendix:** The report on the organization, functioning and efficiency of the internal control system and the risk management system of Rosseti Centre, PJSC for 2021 (Appendix # 1).

**Chairperson of the Audit Committee**

**A.V. Shevchuk**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**