

MINUTES
of the meeting of the Audit Committee
of the Board of Directors of Rosseti Centre, PJSC
(in the form of joint presence)

06 September 2022

Moscow

No. 14/22

Form of the meeting: joint presence.

Time of the meeting: 11 hours 00 minutes – 12 hours 35 minutes.

Place of the meeting: Moscow, Malaya Ordynka St., 15, floor 1, room 201.

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

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

Members who neither participated nor provided 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: 06.09.2022.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Maria Vyacheslavna Korotkova.

The expert of the Committee - S.N. Kovaleva – Director for Internal Audit – Head of the Internal Audit Department of PJSC Rosseti was present at the meeting of the Committee from PJSC Rosseti.

The following persons from Rosseti Centre, PJSC were present:

V.O. Akulichev - Deputy General Director for Digital Transformation

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

G.V. Bekasov – Deputy Head of the Internal Audit Department

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

AGENDA:

- 1.** On consideration the interim financial statements of the Company for 6 months of 2022, prepared in accordance with RAS.
- 2.** On consideration of the Information of the Company's management on the implementation of the corrective action plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations following the results of 6 months of 2022.
- 3.** On consideration of the report of the Internal Audit Department of the Company «On implementation of the Work Plan and results of the internal audit activities for 6 months of 2022».
- 4.** On preliminary consideration of the Company's internal audit report on assessing the effectiveness of corporate governance for the 2021-2022 corporate year.

Item 1. On consideration the interim financial statements of the Company for 6 months of 2022, prepared in accordance with RAS.

Speaker – L.A. Sklyarova.

Questions were received from V.Y. Zarkhin, A.V. Morozov.

Answers and explanations were given by L.A. Sklyarova.

During the discussion of the item, the Company's management was issued recommendations to provide additional explanations to the members of the Audit Committee regarding changes in the opening balances that occurred in the accounting of fixed assets and non-current assets as of 01.01.2022.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

To take into consideration the interim financial statements of Rosseti Centre, PJSC for 6 months of 2022, prepared in accordance with RAS.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is not taken.

Item 2. On consideration of the Information of the Company's management on the implementation of the corrective action plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations following the results of 6 months of 2022.

Without a report on the item, the members of the Committee proceeded to discuss. Questions were received from V.Y. Zarkhin, A.V. Morozov, M.V. Korotkova and S.N. Kovaleva.

Answers and explanations were given by V.O. Akulichev.

During the discussion of the item, the Company's management was issued recommendations to finalize the presentation format on the item, taking into account the discussion and comments of the members of the Audit Committee, and to provide the members of the Committee with additional explanations regarding the overdue corrective action prepared following the results of the comprehensive audit of the financial and economic activities of the Tverenergo branch completed on 20 June 2018.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

To take into consideration the information of the Company's management on the implementation of the corrective action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations following the results of 6 months of 2022, in accordance with Appendix # 1 to this decision of the Audit Committee.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR» - «3»

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|-------------|-------|
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is not taken.

Item 3. On consideration of the report of the Internal Audit Department of the Company «On implementation of the Work Plan and results of the internal audit activities for 6 months of 2022».

Speaker – G.V. Bekasov.

Questions were received from A.V. Morozov.

Answers and explanations were given by G.V. Bekasov.

Decision taken at the meeting:

To approve the report of the Internal Audit Department of the Company «On implementation of the Work Plan and results of the internal audit activities for 6 months of 2022» in accordance with Appendix # 2 to this decision of the Audit Committee.

Voting results under the decision draft, announced at the meeting:

| | |
|------------------------------|---------|
| Maria Vyacheslavna Korotkova | - «FOR» |
| Vitaly Yuryevich Zarkhin | - «FOR» |
| Andrey Vladimirovich Morozov | - «FOR» |

Total:

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

Decision is not taken.

Item 4. On preliminary consideration of the Company’s internal audit report on assessing the effectiveness of corporate governance for the 2021-2022 corporate year.

Speaker – G.V. Bekasov.

Questions were received from V.Y. Zarkhin, A.V. Morozov and S.N. Kovaleva.

Answers and explanations were given by G.V. Bekasov.

During the discussion of the item, the members of the Audit Committee voiced the need to adjust the Methodological Instruction “Assessment of Corporate Governance in the Company”. The internal audit of the Company was given recommendations to prepare and submit to the members of the Audit Committee proposals on specific recommendations to ensure the maintenance of an effective level of corporate governance in the Company.

Decision taken at the meeting:

To recommend that the Board of Directors of the Company take into consideration the internal audit report of Rosseti Centre, PJSC on assessing the effectiveness of the corporate governance system for the 2021-2022 corporate year in accordance with Appendix # 3 to this decision of the Audit Committee.

Voting results under the decision draft, announced at the meeting:

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|------------------------------|---------|
| Maria Vyacheslavna Korotkova | - «FOR» |
| Vitaly Yuryevich Zarkhin | - «FOR» |
| Andrey Vladimirovich Morozov | - «FOR» |

Total:

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

Decision is not taken.

A dissenting opinion was received on the item from members of the Audit Committee of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Morozov (Appendix #4).

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 06.09.2022 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The information on the implementation of the corrective action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations following the results of 6 months of 2022 (Appendix # 1).
2. The report on the implementation of the Work Plan and the results of the internal audit activities for 6 months of 2022, including the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 2nd quarter of 2022 (Appendix # 2).
3. The report on assessing the effectiveness of the corporate governance system for the 2021-2022 corporate year (Appendix # 3).
4. The dissenting opinion from the members of the Audit Committee of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Morozov, on agenda item #4 (Appendix # 4).

Chairperson of the Audit Committee**M.V. Korotkova****Secretary of the Audit Committee****S.V. Lapinskaya**