

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

«12» September 2023

Moscow

No. 13/23

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:** 12.09.2023.**AGENDA:**

1. On recommendations to the Board of Directors of the Company on the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of Rosseti Centre, PJSC for 2022».

Item 1. On recommendations to the Board of Directors of the Company on the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of Rosseti Centre, PJSC for 2022».

Decision:

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

«1. In order to assess the implementation of the key performance indicators (KPIs) “Reduction of specific operating costs (expenses)”, “Level of electricity losses”, “Fulfillment of the schedule for commissioning of facilities”, “Achieving the level of reliability of services provided” of General Director of Rosseti Centre, PJSC for 2022, due to the presence of objective reasons, to consider adjustments to the relevant KPIs with the normalization factors in accordance with the Appendix.

2. To approve the Report on execution of key performance indicators (KPI) of General Director of Rosseti Centre, PJSC for 2022 (hereinafter – the Report) in accordance with the Appendix.

3. Summing up the results of the implementation of the KPI “Efficiency of Innovative Activities” for 2022 to be carried out by a separate decision of the Board of Directors of Rosseti Centre, PJSC based on the results of an assessment conducted by the collegial body of the Rosseti Group of Companies on the implementation and control over the implementation of the Innovative Development Program of PJSC Rosseti and SDCs of PJSC Rosseti for 2022 in accordance with the Methodology for calculating and evaluating the achievement of the KPIs by General Director of IDGC of Centre, PJSC, approved by the decision of the Board of Directors dated 12.10.2020 (Minutes # 46/20 dated 13.10.2020) in the edition of the decision of the Board of Directors of Rosseti Centre, PJSC dated 21.12.2022 (Minutes # 66/22 dated 23.12.2022).

4. To note the non-fulfillment of the KPI “No accidents at work” for 2022.

5. Annual bonuses to General Director¹ of Rosseti Centre, PJSC shall be paid in accordance with the approved Report in accordance with paragraph 2 of this decision in the amount of 72% of the maximum annual remuneration for the achievement of all the KPIs. The decision on 18% of the annual remuneration to be made¹ based on the results of the implementation of the KPI “Efficiency of Innovative Activities” for 2022, taking into account the decision in accordance with paragraph 3 of this decision».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

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

Decision is taken.

**Chairperson of the Personnel and
Remuneration Committee**

V.V. Kharitonov

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya

¹ Bonus payment for 2022 is made in accordance with the Regulation on material incentives for General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 dated 18.07.2011), as amended by decisions of the Company’s Board of Directors on 18.12.2014 (Minutes # 29/14 dated 19.12.2014), on 26.02.2015 (Minutes # 03/15 dated 27.02.2015), on 29.05.2017 (Minutes # 14/17 dated 31.05.2017), on 07.09.2017 (Minutes # 22/17 dated 08.09.2017), on 30.09.2019 (Minutes # 31/19), on 30.11.2020 (Minutes # 58/20) and 03.12.2021 (Minutes # 56/21 dated 03.12.2021), which does not apply to relations connected with remuneration and bonuses for General Director of Rosseti Centre, PJSC, starting from 01.07.2023 (unless otherwise provided by a decision of the Board of Directors of the Company) and has become invalid due to the approval by the Board of Directors of Rosseti Centre, PJSC of the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management team of Rosseti Centre, PJSC (Minutes # 30/23 dated 23.06.2023).