

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

08 April 2022

Moscow

No. 06/22

Form of the meeting: joint presence (in video conferencing format).

Time of the meeting: 14 hours 00 minutes – 15 hours 00 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, A.I. Krupenina, A.V. Shevchuk.

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: 08.04.2022.

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, Alexander Viktorovich Shevchuk.

A member of the Board of Directors of Rosseti Centre, PJSC, A.V. Golovtsov, was present.

The following persons from Rosseti Centre, PJSC were present:

A.G. Aleshin - Deputy General Director for Economy and Finance

V.V. Rezakova - Deputy General Director for Sale of Services

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

The following person from Ernst & Young LLC was present - T.L. Okolotina – Partner

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order. At the suggestion of Chairperson of the Audit Committee, A.V. Shevchuk, and with the consent of all members of the Committee, the agenda of the meeting of the Committee was adjusted by changing the order of consideration of the issues.

ADJUSTED AGENDA:

1. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2021, prepared under RAS, and the information of the Company's management about material adjustments made on the results of the external audit of the statements.

2. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2021, prepared under IFRS, and the information of the Company's management about material adjustments made on the results of the external audit of the statements.

3. On consideration of the financial statements of the Company for 2021, prepared under IFRS.

4. On evaluation of the effectiveness of the external audit process of the Company's financial statements for 2021.

Item 1. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2021, prepared under RAS, and the information of the Company's management about material adjustments made on the results of the external audit of the statements.

Speaker – T.L. Okolotina.

In discussing the report, the questions and comments were received from A.V. Golovtsov, A.I. Krupenina and A.V. Shevchuk.

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

Answers and explanations were provided by L.A. Sklyarova, V.V. Rezakova and A.G. Aleshin.

Decision taken at the meeting:

To take into consideration the Management and governance letter (auditor's report) to the management and the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on the results of the audit of the financial statements, prepared under RAS, for 2021 in accordance with Appendix # 1 to this decision of the Audit Committee and the information of the Company's management on the absence of adjustments made based on the results of the external audit of the financial statements.

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

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 consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2021, prepared under IFRS, and the information of the Company's management about material adjustments made on the results of the external audit of the statements.

Speaker – T.L. Okolotina.

In discussing the report, the questions and comments were received from A.V. Golovtsov, A.I. Krupenina and A.V. Shevchuk.

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

Answers and explanations were provided by L.A. Sklyarova, V.V. Rezakova and A.G. Aleshin.

Decision taken at the meeting:

To take into consideration the Management and governance letter (auditor's report), presented by the external auditor on the main problems of the financial statements of the Company, prepared under IFRS, for 2021 in accordance with Appendix # 2 to this decision of the Audit Committee, and the information of the Company's management on the absence of adjustments based on the results of the audit of the statements.

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

Maria Vyacheslavna Korotkova	- «FOR»
Anastasiya Igorevna Krupenina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 3. On consideration of the financial statements of the Company for 2021, prepared under IFRS.

Without a report on the issue, the members of the Committee proceeded to discuss. Questions were received from A.V. Golovtsov and A.V. Shevchuk.

Answers and explanations were provided by L.A. Sklyarova and A.G. Aleshin.

Decision taken at the meeting:

To take into consideration the consolidated financial statements of Rosseti Centre, PJSC for 2021, prepared under IFRS.

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

Maria Vyacheslavna Korotkova	- «FOR»
Anastasiya Igorevna Krupenina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 4. On evaluation of the effectiveness of the external audit process of the Company's financial statements for 2021.

Without a report on the issue and discussion, the members of the Committee proceeded to vote.

Decision taken at the meeting:

1. To recognize the Auditor's report and procedures, conducted by Ernst & Young LLC during the audit of the Company's financial statements, prepared under RAS, for 2021, in compliance with the terms and conditions of the contract and the requirements of the legislation of the Russian Federation.

2. To recommend that the Board of Directors of the Company include the Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC based on the results of assessing the effectiveness and quality of the external audit process, the auditor's report on the financial statements of the Company for 2021, issued by Ernst & Young LLC, into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, in accordance with Appendix # 3 to this decision of the Audit Committee.

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

Maria Vyacheslavna Korotkova	- «FOR»
Anastasiya Igorevna Krupenina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 08.04.2022 was exhausted.

The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The Management and governance letter (auditor's report) to the management and the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on the results of the audit of the financial statements, prepared under RAS, for 2021 (Appendix 1).

2. The Management and governance letter (auditor's report), presented by the external auditor on the main problems of the financial statements of the Company, prepared under IFRS, for 2021 (Appendix #2).

3. The Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC based on the results of assessing the effectiveness and quality of the external audit process, the auditor's report on the financial statements of the Company for 2021, issued by Ernst & Young LLC (Appendix # 3).

Chairperson of the Audit Committee

A.V. Shevchuk

Secretary of the Audit Committee

S.V. Lapinskaya