

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

«13» December 2021

Moscow

No. 58/21

Form of the meeting: **absent voting.**Total number of members of the Board of Directors: **11 people.**Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.I. Krupenina, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, E.V. Prokhorov, A.V. Shevchuk.**Members who did not provide questionnaires: **none.**The quorum is **present.**Date of the minutes: **13.12.2021.****AGENDA:**

1. On approval of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022.
2. On approval of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022.
3. On approval of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2022.

**Item 1. On approval of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022.****Decision:**

To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR»       |
| 2. Yury Vladimirovich Goncharov    | - «FOR»       |
| 3. Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 4. Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5. Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6. Anastasiya Igorevna Krupenina   | - «FOR»       |
| 7. Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8. Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9. Alexey Valeryevich Molsky       | - «FOR»       |
| 10. Egor Vyacheslavovich Prokhorov | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2. On approval of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022.**

**Decision:**

To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

- |     |                                 |         |
|-----|---------------------------------|---------|
| 1.  | Alexander Viktorovich Golovtsov | - «FOR» |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR» |
| 3.  | Vitaly Yuryevich Zarkhin        | - «FOR» |
| 4.  | Maria Vyacheslavna Korotkova    | - «FOR» |
| 5.  | Daniil Vladimirovich Krainskiy  | - «FOR» |
| 6.  | Anastasiya Igorevna Krupenina   | - «FOR» |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR» |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR» |
| 9.  | Alexey Valeryevich Molsky       | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov  | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3. On approval of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2022.**

**Decision:**

1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2022, specified in paragraph 1 of this decision.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 3.  | Vitaly Yuryevich Zarkhin        | - «FOR»       |
| 4.  | Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5.  | Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6.  | Anastasiya Igorevna Krupenina   | - «FOR»       |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9.  | Alexey Valeryevich Molsky       | - «FOR»       |
| 10. | Egor Vyacheslavovich Prokhorov  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022 (Appendix # 1).
2. The budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022 (Appendix # 2).
3. The target values of functional KPIs of the head of the internal audit unit of of Rosseti Centre, PJSC for 2022 (Appendix # 3).

**Chairperson of the Board of Directors  
of Rosseti Centre, PJSC**

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**