

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

«29» September 2022

Moscow

No. 14/22

Form of the meeting: absent voting.**Total number of members of the Personnel and Remuneration Committee:** 3 persons.**Participants of the voting:** D.V. Krainskiy, A.V. Golovtsov, M.A. Dokuchaeva.**Members who did not provide questionnaires:** none.**The quorum is present.****Date of the minutes:** 29.09.2022.**AGENDA:**

1. On recommendations to the Board of Directors of the Company on the item of the independence of members of the Board of Directors of the Company.

Item 1. On recommendations to the Board of Directors of the Company on the item of the independence of members of the Board of Directors of the Company.**Decision:**

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

«1. Due to the emergence of new significant circumstances in regards to the identified criteria for relation set out in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter referred to as the Rules), which were not previously reflected in the decision to recognize V.Y. Zarkhin as an independent member of the Board of Directors of the Company, adopted on 27.07.2022 (Minutes # 39/22), to recognize V.Y. Zarkhin as an independent director despite his formal criteria of relation:

1.1. with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):

- V.Y. Zarkhin holds the position of a member of the Board of Directors in Rosseti Centre and Volga region, PJSC, Rosseti South, PJSC and Rosseti Siberia, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).*

1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):

- V.Y. Zarkhin holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - Rosseti Centre, PJSC, Rosseti Centre and Volga region, PJSC, Rosseti South, PJSC and Rosseti Siberia, PJSC.*

1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of a significant counterparty of the Company - JSC IEC "Energoefficiency technologies", the amount of liabilities of which to Rosseti Centre, PJSC in aggregate exceeds 2% of the book value of assets of JSC IEC "Energoefficiency technologies" as of 30.06.2022 and 2% of the proceeds (income) of JSC IEC "Energoefficiency technologies" as of 31.12.2021;*

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of a significant counterparty of the Company - JSC "Motor Vehicle Plant", the amount of liabilities of which to Rosseti Centre,*

PJSC exceeds 2% of the book value of assets of JSC “Motor Vehicle Plant” as of 30.06.2022 and 2% of the proceeds (income) of JSC “Motor Vehicle Plant” as of 31.12.2021;

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a significant counterparty of the Company, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company and Rosseti Centre and Volga region, PJSC as of 30.06.2022 and 2% of the consolidated proceeds (income) of the Company and Rosseti Centre and Volga region, PJSC as of 31.12.2021;*

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, Rosseti South, PJSC and Rosseti Siberia, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 30.06.2022, and 2% of the consolidated proceeds (income) of the Company as of 31.12.2021.*

2. To note that no other relation criteria have been identified.

3. To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparties of the Company is formal and does not affect the independence in the formation by V.Y. Zarkhin of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC, the significant shareholder and substantial counterparties decisions based on the following:

3.1. V.Y. Zarkhin was nominated and elected to the Board of Directors of Rosseti Centre, PJSC by a non-controlling shareholder of the Company (Company «New Russian Generation Limited», the share of voting stocks of the Company is 15,98%). This shareholder is not the significant shareholder, an affiliated entity with, and an entity controlled by PJSC Rosseti, accordingly, V.Y. Zarkhin has no obligation to vote in accordance with the position formed by PJSC Rosseti. V.Y. Zarkhin is an active representative of minority shareholders.

3.2. V.Y. Zarkhin has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

3.3. JSC IEC “Energoefficiency technologies” provides the Company with technical support services for the operational information complex and computing facilities, as well as services for the creation of a single integration platform for organizing interaction between various software systems. In addition, JSC IEC “Energoefficiency technologies” performs work for the Company on the implementation of the software and hardware complex of the Coordination Centre. The choice of JSC IEC “Energoefficiency technologies” as a contractor under the Agreements is due, firstly, to the low cost of performing services/works (compared to the cost of similar services on the market), and secondly, to the presence of a team of highly qualified technical support specialists with competence in accordance with the composition of the systems included in the computer complex and the operational information complex, trained by the manufacturers of equipment and software included in the complex. The Agreements were concluded in order to maintain high-tech IT competencies within the Group of Companies of PJSC Rosseti, reduce the technological dependence of the parent company on the services of foreign vendors and third-party contractors and are designed to improve the security and reliability of the IT infrastructure for the main business process of managing the electric grid complex - dispatching, development and improvement competencies in the field of maintenance and modernization of modern technological IT systems. JSC IEC “Energoefficiency technologies” does not influence decisions made by Rosseti Centre, PJSC, the influence of JSC IEC “Energoefficiency technologies” on the financial and economic activities of Rosseti Centre, PJSC is limited only by the scope of agreements. Due to the lack of grounds, the Agreements were not subject to approval by the Board of Directors of the Company.

- JSC “Motor Vehicle Plant” renders services to the Company in driving vehicles and performs maintenance and repair of vehicles. The agreement between the Company and JSC “Motor*

Vehicle Plant” was concluded to improve the efficiency of the use of vehicles, and is designed to provide a prompt response in the event of emergency situations, taking into account the territorial specifics of the Tver region (transport accessibility of power grid facilities, remoteness and scattering of consumers, a limited fleet of vehicles). When deciding to agree to the Company’s transaction with JSC “Motor Vehicle Plant” as a related party transaction, V.Y. Zarkhin abstained from voting. JSC “Motor Vehicle Plant” does not and cannot influence decisions made by Rosseti Centre, PJSC, the influence of JSC “Motor Vehicle Plant” on the financial and economic activities of Rosseti Centre, PJSC is limited only by the scope of the agreement.

- The Company renders services to Rosseti Centre and Volga region, PJSC in performing the functions of the sole executive body of Rosseti Centre and Volga region, PJSC in accordance with the decision of the EGM of Rosseti Centre and Volga region, PJSC (Minutes of 28.09.2020 # 16) and the consent of the FAS Russia. Commercial relations between the Company and Rosseti Centre and Volga region, PJSC are based on market conditions, including the principles of protecting competition. When the Board of Directors of the Company makes a decision on consent to a transaction with Rosseti Centre and Volga region, PJSC as a related party transaction, V.Y. Zarkhin did not participate in voting. Rosseti Centre and Volga region, PJSC does not and cannot influence decisions made by Rosseti Centre, PJSC. The influence of Rosseti Centre and Volga region, PJSC regarding the financial and economic activities of Rosseti Centre, PJSC is limited only by the scope of the agreement.*

- Rosseti Centre and Volga region, PJSC, Rosseti South, PJSC and Rosseti Siberia, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC based on the following:*

- The agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company;*

- PJSC Rosseti since 2009 has been providing Rosseti Centre, PJSC services for organizing the operation and development of the power grid complex. The services under the agreement are of a system-wide nature in the power grid complex, the economic feasibility of expenses for which has been repeatedly confirmed by the regulatory authorities. In addition, when the Board of Directors of the Company makes a decision to agree to a transaction with PJSC Rosseti as a related party transaction, V.Y. Zarkhin voted «Against».*

3.4. V.Y. Zarkhin since 2019 has been a member of boards of directors of energy companies, including as an independent director in the work of the Board of Directors of the private energy company PJSC Enel Russia, and since July 2022, as an independent director, he has been a member of the majority of Committees under the Board of Directors of Rosseti Centre, PJSC. Knowledge of the specifics of the work of the companies in the industry allows him to make bona fide judgments on the nature of issues considered by the Board of Directors of the Company.

3.5. V.Y. Zarkhin as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 26.07.2019 # 25/19, of 30.06.2020 # 31/20, of 07.12.2020 # 59/20), on 27.07.2022 (Minutes # 39/22), to the present day:

- is a member of the Audit Committee, the Strategy Committee, the Reliability Committee and the Grid Connection Committee of the Board of Directors of Rosseti Centre, PJSC and takes an active part in all convened meetings of the Board of Directors and the Committees under the Board of Directors of the Company (100% participation);*

- in preparation for meetings of both the Board of Directors and the Committees, requests for additional information and clarifications, in some cases sends dissenting opinions on agenda*

items, which confirms that the specified director, in the performance of his duties, acts independently and on his own, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at observing the interests of certain groups of shareholders, third parties or management, but at the long-term interests of the Company itself.

4. To note that the decision to recognize the member of the Board of Directors V.Y. Zarkhin as an independent director is reasonable and motivated.

5. V.Y. Zarkhin in 2022 signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange».

Voting results:

Daniil Vladimirovich Krainskiy - «FOR»

Alexander Viktorovich Golovtsov - «FOR»

Maria Alexandrovna Dokuchaeva - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

**Chairperson of the Personnel and
Remuneration Committee**

D.V. Krainskiy

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya