

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

«23» June 2023

Moscow

No. 30/23

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **M.S. Agafonov, E.V. Andreeva, M.A. Dokuchaeva, A.N. Zharikov, V.Y. Zarkhin, M.V. Korotkova, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, A.P. Tulba.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

Date of the minutes: **23.06.2023.**

**AGENDA:**

1. On election of Chairman of the Board of Directors of Rosseti Centre, PJSC.
2. On consideration of the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo for 2019-2023 in 2022.
3. On consideration of the final analysis of the compliance of the parameters of the completed transaction with the criteria for making decisions on projects for the consolidation of electric grid assets.
4. On approval of the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027.
5. On approval of the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management staff of Rosseti Centre, PJSC.
6. On determination of an authorized person.
7. On preliminary approval of an agreement on compensation in the form of property between Rosseti Centre, PJSC and JSC Roads and Bridges.
8. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC regarding agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.

**Item 1. On election of Chairman of the Board of Directors of Rosseti Centre, PJSC.**

**Decision:**

To elect Evgeny Viktorovich Lyapunov, Deputy Director General – Chief Engineer of PJSC Rosseti, as Chairman of the Board of Directors of Rosseti Centre, PJSC.

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |

- |     |                              |         |
|-----|------------------------------|---------|
| 8.  | Evgeny Viktorovich Lyapunov  | - «FOR» |
| 9.  | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba       | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 2. On consideration of the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo for 2019-2023 in 2022.**

**Decision:**

1. To take into consideration the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo for 2019-2023 following the results of 2022 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To note the deviations of the main target indicators of the activities of the Tverenergo branch based on the results of 2022, specified in Appendix # 2 to this decision of the Board of Directors of the Company.
3. To note the failure to achieve the effects of a number of measures provided for by the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo, following the results of 2022.

**Voting results:**

- |     |                                  |               |
|-----|----------------------------------|---------------|
| 1.  | Maxim Sergeevich Agafonov        | - «FOR»       |
| 2.  | Elena Viktorovna Andreeva        | - «FOR»       |
| 3.  | Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4.  | Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5.  | Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 6.  | Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7.  | Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8.  | Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9.  | Igor Vladimirovich Makovskiy     | - «FOR»       |
| 10. | Andrey Vladimirovich Morozov     | - «FOR»       |
| 11. | Andrey Petrovich Tulba           | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 3. On consideration of the final analysis of the compliance of the parameters of the completed transaction with the criteria for making decisions on projects for the consolidation of electric grid assets.**

**Decision:**

To take into consideration the final analysis of the compliance of the parameters of the completed transaction with the criteria for making decisions on projects for the consolidation of electric grid assets in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8. Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9. Igor Vladimirovich Makovskiy     | - «FOR»       |
| 10. Andrey Vladimirovich Morozov    | - «ABSTAINED» |
| 11. Andrey Petrovich Tulba          | - «FOR»       |

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 4. On approval of the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027.**

**Decision:**

To approve the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «ABSTAINED» |
| 5. Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8. Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9. Igor Vladimirovich Makovskiy     | - «FOR»       |
| 10. Andrey Vladimirovich Morozov    | - «ABSTAINED» |
| 11. Andrey Petrovich Tulba          | - «FOR»       |

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Item 5. On approval of the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management staff of**

## **Rosseti Centre, PJSC.**

### **Decision:**

1. To establish from 01.07.2023 the terms of remuneration of the General Director of Rosseti Centre, PJSC (hereinafter referred to as the Company), as well as other officials of the Company's management (Deputy General Directors, Chief Accountant - Head of the Department of Accounting and Tax Accounting and Reporting and members of the collegial executive body) in accordance with the Regulation on the terms of remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state companies, business entities, shares in the authorized capital of which are owned by the Russian Federation, approved by Resolution of the Government of the Russian Federation dated 13 February 2023 No. 209 "On the terms of remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state companies, business entities, shares in the authorized capital of which are owned by the Russian Federation" hereinafter referred to as the Regulation on the terms of remuneration, Resolution No. 209), taking into account the approximate form of the employment contract for managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state companies, business entities, shares in the authorized capital of which are owned by the Russian Federation, developed by the Ministry of Finance of Russia and the Ministry of Labour of Russia (hereinafter - the exemplary form of an employment contract), while:

The target amount of the annual maximum possible total personal remuneration of other officials of the Company's management should not exceed 90% of the target annual maximum possible total personal remuneration of the General Director of the Company, and consists of:

- the amount of official salary and compensation payments per year in the amount of not more than 45% of the annual maximum possible total personal remuneration of another official of the Company's management;
- the amount of the annual bonus for the achievement of key performance indicators and functional key performance indicators in the amount of 50% of the annual maximum possible total personal remuneration of another official of the Company's management (at the same time, the amount of the annual bonus for the achievement of key performance indicators must be at least 50% of the total amount of such annual bonus);
- the amount of payments from participation in management bodies of other legal entities and other payments in cases established by labour legislation per year within the amount of the annual maximum possible total personal remuneration of another official of the Company's management.

2. The Company's management shall ensure and, if necessary, submit for consideration by the Board of Directors of the Company:

2.1. Establishment in the internal documents of the Company in relation to other officials (employees) of the Company who are not related to the management of the Company, of provisions that ensure the inadmissibility of exceeding the threshold of 90% of the annual maximum possible total personal remuneration established for the General Director of the Company.

2.2. Bringing the internal documents of the Company in line with Resolution No. 209, the decision of the Board of Directors of PJSC Rosseti dated 27 April 2023 (Minutes No. 617 dated 28 April 2023).

2.3. Extension of the Regulation on the terms of remuneration regarding to the composition and structure of the annual maximum possible total personal remuneration to managers, their

deputies, chief accountants and members of collegial executive bodies of subsidiaries (dependent) companies, while:

2.3.1. The amount of the annual maximum possible total personal remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of subsidiaries (dependent) companies should not exceed 80% of the annual maximum possible total personal remuneration of officials of the Company's management.

3. The amount of the annual maximum possible total personal remuneration of officials of the Company's management team, if it is not less than 10,000,000 (Ten million) rubles, is subject to agreement with PJSC Rosseti for further agreement with the Ministry of Energy of Russia.

4. Employment contracts with officials of the Company's management team are subject to updating by 30 June 2023, taking into account the exemplary form of an employment contract.

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8. Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9. Igor Vladimirovich Makovskiy     | - «FOR»       |
| 10. Andrey Vladimirovich Morozov    | - «FOR»       |
| 11. Andrey Petrovich Tulba          | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 6. On determination of an authorized person.**

**Decision:**

To authorize Andrey Valerievich Ryumin, Director General of PJSC Rosseti, to exercise on behalf of Rosseti Centre, PJSC the rights and obligations in relation to General Director of Rosseti Centre, PJSC, including, determine the terms of the employment contract with General Director of Rosseti Centre, PJSC and sign on behalf of Rosseti Centre, PJSC the employment contract, additional agreements thereto and agreements related to the termination of the employment contract with General Director of Rosseti Centre, PJSC.

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «ABSTAINED» |
| 5. Vitaly Yuryevich Zarkhin         | - «FOR»       |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8. Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9. Igor Vladimirovich Makovskiy     | - «FOR»       |

10. Andrey Vladimirovich Morozov - «ABSTAINED»  
11. Andrey Petrovich Tulba - «FOR»

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 7. On preliminary approval of an agreement on compensation in the form of property between Rosseti Centre, PJSC and JSC Roads and Bridges.**

**Decision:**

To approve the conclusion of the agreement on compensation in the form of property between Rosseti Centre, PJSC and JSC Roads and Bridges in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Maxim Sergeevich Agafonov - «FOR»  
2. Elena Viktorovna Andreeva - «FOR»  
3. Maria Alexandrovna Dokuchaeva - «FOR»  
4. Alexey Nikolayevich Zharikov - «FOR»  
5. Vitaly Yuryevich Zarkhin - «ABSTAINED»  
6. Maria Vyacheslavna Korotkova - «FOR»  
7. Yulia Alexandrovna Leshchevskaya - «FOR»  
8. Evgeny Viktorovich Lyapunov - «FOR»  
9. Igor Vladimirovich Makovskiy - «FOR»  
10. Andrey Vladimirovich Morozov - «FOR»  
11. Andrey Petrovich Tulba - «FOR»

**Total:**

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

**Decision is taken.**

**Item 8. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC regarding agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.**

**Decision regarding item 1:**

1. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Board of Directors of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision:

«To elect the following Board of Directors of JSC “Sanatorium “Energetik”:

Item #	Full name of the nominee	Title, place of employment of the nominee
1.	Artem Gennadevich Aleshin	Deputy General Director for Economy and Finance of Rosseti Centre, PJSC
2.	Alexander Vladimirovich Egorychev	Deputy General Director for Organizational Issues of Rosseti Centre, PJSC
3.	Anna Vladimirovna Konstantinova	Head of the Organizational Design Department of Rosseti Centre, PJSC
4.	Maria Nikolaevna Lobkova	Chief Advisor of Rosseti Centre, PJSC
5.	Nikolay Vladimirovich Baranov	Deputy Head of the Property Management Department of Rosseti Centre, PJSC

**Voting results regarding item 1:**

- |     |                                  |         |
|-----|----------------------------------|---------|
| 1.  | Maxim Sergeevich Agafonov        | - «FOR» |
| 2.  | Elena Viktorovna Andreeva        | - «FOR» |
| 3.  | Maria Alexandrovna Dokuchaeva    | - «FOR» |
| 4.  | Alexey Nikolayevich Zharikov     | - «FOR» |
| 5.  | Vitaly Yuryevich Zarkhin         | - «FOR» |
| 6.  | Maria Vyacheslavna Korotkova     | - «FOR» |
| 7.  | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8.  | Evgeny Viktorovich Lyapunov      | - «FOR» |
| 9.  | Igor Vladimirovich Makovskiy     | - «FOR» |
| 10. | Andrey Vladimirovich Morozov     | - «FOR» |
| 11. | Andrey Petrovich Tulba           | - «FOR» |

**Total:**

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

**Decision regarding item 1 is taken.**

**Decision regarding item 2:**

2. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Audit Commission of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision

«To elect the following Audit Commission of JSC “Sanatorium “Energetik”:

Item #	Full name of the nominee	Title, place of employment of the nominee
1.	Elena Ivanovna Chitaya	Chief Specialist of the Operational Audit Section of the Internal Audit Department of Rosseti Centre, PJSC
2.	Ludmila Iovvna Nechushkina	Head of the Operational Audit Section of the Internal Audit Department of Rosseti Centre, PJSC
3.	Vladimir Sergeevich Sklyarov	Chief Specialist of the Office for Implementation of Property Rights of the Property Management Department of Rosseti Centre, PJSC

**Voting results regarding item 2:**

- |     |                                  |         |
|-----|----------------------------------|---------|
| 1.  | Maxim Sergeevich Agafonov        | - «FOR» |
| 2.  | Elena Viktorovna Andreeva        | - «FOR» |
| 3.  | Maria Alexandrovna Dokuchaeva    | - «FOR» |
| 4.  | Alexey Nikolayevich Zharikov     | - «FOR» |
| 5.  | Vitaly Yuryevich Zarkhin         | - «FOR» |
| 6.  | Maria Vyacheslavna Korotkova     | - «FOR» |
| 7.  | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8.  | Evgeny Viktorovich Lyapunov      | - «FOR» |
| 9.  | Igor Vladimirovich Makovskiy     | - «FOR» |
| 10. | Andrey Vladimirovich Morozov     | - «FOR» |
| 11. | Andrey Petrovich Tulba           | - «FOR» |

**Total:**

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

**Decision regarding item 2 is taken.**

**Appendices:**

1. The report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo (Appendix # 1).
2. The deviations of the main target indicators of the activities of the Tverenergo branch based on the results of 2022 (Appendix # 2).
3. The final analysis of the compliance of the parameters of the completed transaction with the criteria for making decisions on projects for the consolidation of electric grid assets (Appendix # 3).
4. The Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027 (Appendix # 4).
5. The agreement on compensation in the form of property between Rosseti Centre, PJSC and JSC Roads and Bridges (Appendix # 5).

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**