

MINUTES
of meeting of the Strategy Committee
of the Board of Directors of Rosseti Centre, PJSC

28 June 2023

Moscow

No. 14/23

Form of the meeting: absent voting.**Total number of members of the Strategy Committee:** 10 persons.**Participants of the voting:** A.G. Aleshin, A.V. Golovtsov, V.Y. Zarkhin, O.Y. Klinkov, Y.A. Leshchevskaya, A.V. Morozov, A.A. Polinov, M.G. Tikhonova, A.P. Tulba, V.A. Ukolov.**Members who provided questionnaires:** none.**The quorum** is present.**Date of the minutes:** 28.06.2023.**AGENDA:**

1. On the recommendation to the Board of Directors of the Company on the item «On consideration of the report on execution of the Company's Business Plan following the results of 2022».
2. On the recommendation to the Board of Directors of the Company on the item «On approval of the report on execution of the Company's Investment Program following the results of 2022».
3. On the recommendation to the Board of Directors of the Company on the item «On consideration of the consolidated report on the implementation following the results of 2022 of the Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for the period of 2022-2024 and the activities provided for by the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030».

Item 1. On the recommendation to the Board of Directors of the Company on the item «On consideration of the report on execution of the Company's Business Plan following the results of 2022».

Decision:

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

«1. To take into consideration the report on execution of the Company's Business Plan for 2022 in accordance with the Appendices.

2. Based on the results of the Company's work for 2022, to note the deviations of the actual indicators of the Business Plan from the planned ones in accordance with the Appendix.

3. To instruct General Director of the Company to develop and approve a detailed action plan for picking up power grid assets of TGOs that lose their status, as well as TGOs that retain their status».

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Artem Gennadievich Aleshin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Oleg Yurievich Klinkov | - «FOR» |
| 5. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 7. Alexey Alexandrovich Polinov | - «FOR» |

- | | |
|----------------------------------|---------|
| 8. Maria Gennadievna Tikhonova | - «FOR» |
| 9. Andrey Petrovich Tulba | - «FOR» |
| 10. Vladimir Anatolyevich Ukolov | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

A member of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 1).

Item 2. On the recommendation to the Board of Directors of the Company on the item «On approval of the report on execution of the Company's Investment Program following the results of 2022».

Decision:

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

«1. To take into consideration the report on execution of the Company's Investment Program following the results of 2022, including the report on execution of a separate order, in accordance with the Appendices.

2. To instruct General Director of the Company, when forming and finalizing the draft Investment Program, to ensure that the results of the implementation of the Investment Program for the previous period are taken into account, as well as events that entail the need to be reflected in the Investment Program: the conclusion of a grid connection agreement, the signing of an agreement on reconstruction of facilities, the presence of emergency situations, etc.».

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Artem Gennadievich Aleshin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Oleg Yurievich Klinkov | - «FOR» |
| 5. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 7. Alexey Alexandrovich Polinov | - «FOR» |
| 8. Maria Gennadievna Tikhonova | - «FOR» |
| 9. Andrey Petrovich Tulba | - «FOR» |
| 10. Vladimir Anatolyevich Ukolov | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

A member of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 1).

Item 3. On the recommendation to the Board of Directors of the Company on the item «On consideration of the consolidated report on the implementation following the results of 2022 of the Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for the period of 2022-2024 and the activities provided for by the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030».

Decision:

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

«1. To approve the report for 2022 on the implementation of the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030 (hereinafter - the Program), including a report on the implementation of the action plan for the transition to the predominant use of domestic software (hereinafter - the Plan), in accordance with the Appendix.

2. To note the failure to achieve 1 out of 20 planned performance indicators of the Company's digital transformation, as well as the performance indicators and their corresponding indicators of the transition to the use of domestic software at the end of 2022 according to the report, presented in the Appendix.

3. To instruct General Director of the Company:

3.1. To raise the priority of the implementation of the Plan's activities in order to achieve the performance indicators and the corresponding indicators of the transition to the use of domestic software.

3.2. To ensure synchronization of the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030 with the Investment Program of Rosseti Centre, PJSC.

3.3. To ensure that the Board of Directors of the Company reports on the implementation and execution of the Plan:

3.3.1. For the first half of 2023: until 18 July 2023 (then - annually).

3.3.2. For 2023: until 18 April 2024 (then - annually).

4. To recognize as invalid:

4.1. Clause 2.2.2 of the decision of the Board of Directors of the Company on 06.07.2022 (Minutes of 06.07.2022 # 36/22) on item # 2 «On consideration of the Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for the period of 2021-2024».

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Artem Gennadievich Aleshin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Oleg Yurievich Klinkov | - «FOR» |
| 5. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 7. Alexey Alexandrovich Polinov | - «FOR» |
| 8. Maria Gennadievna Tikhonova | - «FOR» |
| 9. Andrey Petrovich Tulba | - «FOR» |
| 10. Vladimir Anatolyevich Ukolov | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

A member of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 1).

Appendix: The dissenting opinions from the member of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, on the agenda items (Appendix # 1).

Chairperson of the Strategy Committee

A.A. Polinov

