

MINUTES of the Board of Directors
of Public Joint stock company «Rosseti Centre»
(Rosseti Centre, PJSC)

«18» December 2025

Moscow

No. 45/25

Method of decision-making: absentee voting.**Date and time for accepting written votes:** 18.00 hours «18» December 2025.**Total number of members of the Board of Directors:** 11 persons.**Persons who took part in the absentee voting:** M.S. Agafonov, A.G. Aleshin, E.V. Andreeva, M.A. Dokuchaeva, V.Y. Zarkhin, K.Y. Kravchenko, E.V. Lyapunov, A.V. Morozov, S.S. Pikin, A.V. Shevchuk, B.B. Ebzeev.**Persons who did not take part in the absentee voting:** none.**Quorum:** present.**Date of drawing up the Minutes:** 18.12.2025.**Details of the person who signed the Minutes:** Lyapunov Evgeny Viktorovich - Chairman of the Board of Directors of Rosseti Centre, PJSC.**AGENDA:**

1. On approval of the Activity Plan and Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026.
2. On determination of the remuneration of the head of the internal audit unit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2026.
3. On determination of cases (amounts) of property transactions, in respect of which the consent of the Board of Directors of the Company must be obtained for the execution of transactions.
4. On determination of cases (amounts) of property transactions, in respect of which the consent of the Board of Directors of the Company must be obtained for the execution of transactions.
5. On approval of the Regulation on Information Policy of Rosseti Centre, PJSC in a new edition.
6. On approval of the Program of insurance coverage of Rosseti Centre, PJSC for 2026.

AGENDA ITEMS NOT PUT TO VOTE: none.**AGENDA ITEMS PUT TO VOTE AND DECISIONS TAKEN ON THEM:****ITEM 1. On approval of the Activity Plan and Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026.****THEY DECIDED:**

1. To approve the Activity Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2026 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To approve the Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

RESULTS (SUMMARY) OF VOTING:

- | | | |
|-----|---------------------------------|---------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Artem Gennadievich Aleshin | - «FOR» |
| 3. | Elena Viktorovna Andreeva | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Konstantin Yurievich Kravchenko | - «FOR» |
| 7. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «FOR» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |
| 11. | Boris Borisovich Ebzeev | - «FOR» |

Total:

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

DECISION IS TAKEN.

ITEM 2. On determination of the remuneration of the head of the internal audit unit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2026.

THEY DECIDED:

1. To determine the target values of the functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2026 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 the functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2026, as defined in paragraph 1 of this decision.

RESULTS (SUMMARY) OF VOTING:

- | | | |
|-----|---------------------------------|---------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Artem Gennadievich Aleshin | - «FOR» |
| 3. | Elena Viktorovna Andreeva | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Konstantin Yurievich Kravchenko | - «FOR» |
| 7. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «FOR» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |
| 11. | Boris Borisovich Ebzeev | - «FOR» |

Total:

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

DECISION IS TAKEN.

ITEM 3. On determination of cases (amounts) of property transactions, in respect of which the consent of the Board of Directors of the Company must be obtained for the execution of transactions.

THEY DECIDED:

1. To establish that, in accordance with clauses "b," "c," and "d" of subparagraph 40 of

paragraph 15.1 of Article 15 of the Articles of Association of Rosseti Centre, PJSC, the consent of the Board of Directors of Rosseti Centre, PJSC (hereinafter referred to as the Company) must be obtained for the Company to conclude the following transactions:

1.1. Transactions (including several interrelated transactions), **related to the acquisition**, regardless of the book value or market value:

1.1.1. Electric power facilities¹, in operation, decommissioned for repairs, or out of operation, with the exception of:

- those included in the Company's investment program² in accordance with the established procedure, the acquisition price of which is 500 million rubles (including VAT) or less, subject to the criteria for making decisions on electric grid asset consolidation projects (hereinafter referred to as the Criteria), set out in paragraphs 2-11 of Appendix # 4 to this decision;

- acquired from the "Net Profit from Other Activities" source for the current year, secured by cash flow generated in excess of the established planned value in the approved Business Plan of the Company, the acquisition price of which is 100 million rubles (including VAT) or less, subject to compliance with the Criteria set forth in paragraphs 2-6 and paragraphs 8-11 of Appendix # 4 to this decision, subject to the subsequent inclusion by the Company in the Investment Program in accordance with the legislation of the Russian Federation;

- acquired free of charge, subject to compliance with the Criteria set forth in paragraphs 2-3 and 8 of Appendix # 4 to this decision;

- acquired exclusively to pay off debt under operational and technological maintenance contracts through the conclusion of compensation agreements, subject to compliance with the Criteria set forth in paragraphs 1-11 of Appendix # 4 to this decision.

1.1.2. Real estate objects not related to electric power facilities, with the exception of:

1.1.2.1 Real estate objects planned for use by the Company/used by the Company in its production activities, the acquisition price of which is 500 million rubles (including VAT) or less, including rights to the land plots on which these real estate objects are located, the acquisition costs of which are included in the approved Investment Program of the Company, subject to compliance with criteria similar to the Criteria set out in paragraphs 2, 4 (where the discounted payback period (DPP) of the project does not exceed 10 years), 6-8 and 10 of Appendix # 4 to this decision.

1.1.2.2. Land plots:

- the acquisition of which is carried out in accordance with Articles 2 and 3 of Federal Law No. 137-FZ of 25.10.2001 "On the Implementation of the Land Code of the Russian Federation";

- the acquisition of which is carried out in accordance with investment projects for construction (reconstruction) of electric power facilities, including after their commissioning, with the inclusion of acquisition costs in the Company's Investment Program.

1.1.3. Unfinished construction projects.

1.1.4. Exclusive rights to the results of intellectual activity or means of individualization recognized as intangible assets in accordance with the legislation of the Russian Federation.

1.2. Transactions for a term exceeding 5 (Five) years involving the transfer of real estate,

¹ Including facilities for which decommissioning for repairs or decommissioning was not carried out (registered) in accordance with the established procedure.

² The facility must be included in the Investment Program approved by the Russian Ministry of Energy and/or in the draft Investment Program submitted for approval to the Russian Ministry of Energy and the executive authorities of the constituent entities of the Russian Federation in accordance with the established procedure, provided that the Ministry of Energy and the executive authorities of the constituent entities of the Russian Federation have not submitted any comments to this draft.

electric grid facilities for temporary possession and use, or for temporary use, or the acceptance of real estate for temporary possession and use, or for temporary use, the purpose of which is not the transmission or distribution of electric energy, in cases where the book or market value of the transferred or accepted property exceeds 30 million rubles (excluding VAT), with the exception of cases of acceptance for temporary possession and use, or for temporary use of:

- land plots for the operation or construction (reconstruction) of electric power facilities in accordance with investment projects, as well as land plots under the Company's real estate objects;

- electric grid facilities, carried out in accordance with paragraphs 6-8 of Article 8 of Federal Law No. 35-FZ "On the Electric Power Industry" dated 26.03.2003.

2. To instruct General Director of Rosseti Centre, PJSC to:

2.1. Submit a report on completed transactions to the Board of Directors of the Company on a semi-annual basis (based on the results of the first half of the year and the results of the year), in accordance with Appendix # 5 to this decision, for which no decision by the Board of Directors of the Company on consent to the execution of transactions is required (hereinafter referred to as the Report), in accordance with paragraph 1 of this decision, with the provision of information on the compliance of the completed transaction with the Criteria specified in Appendix # 4 of this decision. The Report shall be submitted simultaneously with the report on the implementation of the Company's Investment Program.

2.2. Ensure the achievement of the effects from the implementation of the transactions specified in paragraph 2.1 of this decision.

2.3. Upon completion of the transaction specified in paragraph 2.1 of this decision, submit to the Board of Directors of the Company, concurrently with the report on the implementation of the Company's Business Plan for the year following the year in which the transaction was concluded, a final analysis, in the form in accordance with Appendix # 5, of the compliance of the parameters of the completed transaction with the criteria specified in Appendix # 4 to this decision.

3. The following shall be deemed invalid from the date of adoption of this decision:

- the decision of the Board of Directors of Rosseti Centre, PJSC dated 07.05.2024 on item # 3 "On determination of cases (amounts) of property transactions, in respect of which a decision of the Board of Directors of Rosseti Centre, PJSC on consent to transactions must be obtained" (paragraphs 1 and 2 of Minutes # 20/24 dated 07.05.2024);

- the decision of the Board of Directors of Rosseti Centre, PJSC dated 19.09.2025 on item # 5 "On determination of cases (amounts) of property transactions, in respect of which a decision of the Board of Directors of Rosseti Centre, PJSC on consent to transactions must be taken" (Minutes # 36/25 dated 19.09.2025).

RESULTS (SUMMARY) OF VOTING:

- | | |
|------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Artem Gennadievich Aleshin | - «FOR» |
| 3. Elena Viktorovna Andreeva | - «FOR» |
| 4. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. Konstantin Yurievich Kravchenko | - «FOR» |
| 7. Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. Andrey Vladimirovich Morozov | - «AGAINST» |
| 9. Sergey Sergeevich Pikin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Boris Borisovich Ebzeev | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

DECISION IS TAKEN.

A member of the Board of Directors of the Company, A.V. Morozov, presented a dissenting opinion on this item (Appendix #8).

ITEM 4. On determination of cases (amounts) of property transactions, in respect of which the consent of the Board of Directors of the Company must be obtained for the execution of transactions.

THEY DECIDED:

1. To establish that, in accordance with bullets "b" and "c" of subparagraph 40 of paragraph 15.1 of Article 15 of the Articles of Association of Rosseti Centre, PJSC, the consent of the Board of Directors of Rosseti Centre, PJSC (hereinafter referred to as the Company) must be obtained for the Company to conclude transactions (including several interrelated transactions) **related to the alienation or potential alienation of:**

1.1. Fixed assets classified as real estate in accordance with the Russian Federation law, and unfinished construction projects, the purpose of which is the generation, transmission, dispatching, and distribution of electrical energy, regardless of their book value or market value;

1.2. Fixed assets classified as real estate in accordance with the Russian Federation law, unfinished construction projects whose purpose is not the generation, transmission, dispatching, or distribution of electrical energy, the book or market value of which exceeds 30 million rubles, excluding VAT, in accordance with the Russian Federation law, with the exception of gratuitous alienation, including in accordance with bullet "h" of subparagraph 40 of paragraph 15.1 of Article 15 of the Company's Articles of Association with respect to transactions related to the gratuitous transfer of the Company's property to state or municipal ownership:

- fixed assets classified as real estate in accordance with the Russian Federation law, including those recognized as unclaimed assets of the Company, with a book value below 10 million rubles;

- public utilities and engineering infrastructure facilities, regardless of their book or market value.

1.3. Fixed assets, with the exception of those classified as real estate in accordance with the Russian Federation law, regardless of their intended use (purpose), the book or market value of which exceeds 30 million rubles, excluding VAT, in accordance with the Russian Federation law.

1.4. Intangible assets, regardless of their intended use (purpose) and their book or market value.

1.5. Fixed assets classified as real estate in accordance with the Russian Federation law, and unfinished construction projects whose purpose of use is not the generation, transmission, dispatching, or distribution of electrical energy, at a price below their book value, with the exception of transactions involving the gratuitous transfer of property specified in paragraph 1.2 of this decision.

2. To declare invalid the decision of the Board of Directors of Rosseti Centre, PJSC dated 19.09.2025 on item # 4 "On determination of cases (amounts) of property transactions, in respect of which a decision of the Board of Directors of Rosseti Centre, PJSC on consent to transactions must be taken" (paragraph 1 of Minutes # 36/25 dated 19.09.2025), from the date of adoption of this decision.

RESULTS (SUMMARY) OF VOTING:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Artem Gennadievich Aleshin | - «FOR» |
| 3. | Elena Viktorovna Andreeva | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. | Konstantin Yurievich Kravchenko | - «FOR» |
| 7. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. | Boris Borisovich Ebzeev | - «FOR» |

Total:

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

DECISION IS TAKEN.

ITEM 5. On approval of the Regulation on Information Policy of Rosseti Centre, PJSC in a new edition.

THEY DECIDED:

1. To approve the Regulation on Information Policy of Rosseti Centre, PJSC in a new edition in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
2. To recognize the Regulation on Information Policy of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 04.02.2022 (Minutes dated 04.02.2022 # 04/22), to have lost force.

RESULTS (SUMMARY) OF VOTING:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Artem Gennadievich Aleshin | - «FOR» |
| 3. | Elena Viktorovna Andreeva | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Konstantin Yurievich Kravchenko | - «FOR» |
| 7. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. | Boris Borisovich Ebzeev | - «FOR» |

Total:

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

DECISION IS TAKEN.

ITEM 6. On approval of the Program of insurance coverage of Rosseti Centre, PJSC for 2026.

THEY DECIDED:

- To approve the Program of insurance coverage of Rosseti Centre, PJSC for 2026 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

RESULTS (SUMMARY) OF VOTING:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Artem Gennadievich Aleshin | - «FOR» |
| 3. | Elena Viktorovna Andreeva | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. | Konstantin Yurievich Kravchenko | - «FOR» |
| 7. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. | Boris Borisovich Ebzeev | - «FOR» |

Total:

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

DECISION IS TAKEN.

Appendices:

1. The Activity Plan of the Internal Audit Department of the Company for 2026 (Appendix #1).
2. The Budget of the Internal Audit Department of the Company for 2026 (Appendix # 2).
3. The target values of the functional KPIs of the head of the internal audit unit of the Company for 2026 (Appendix #3).
4. The list of criteria for decision-making on projects for consolidation of electric grid assets (Appendix #4).
5. The form of the report on completed transactions for which the Board of Directors of the Company does not require a decision on consent to the execution of transactions (Appendix #5).
6. The Regulation on Information Policy of Rosseti Centre, PJSC in a new edition (Appendix # 6).
7. The Program of insurance coverage of Rosseti Centre, PJSC for 2026 (Appendix # 7).
8. The dissenting opinion from the member of the Board of Directors of the Company, A.V. Morozov, on item # 3 of the agenda (Appendix #8).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya