

**MINUTES**  
of the meeting of the Audit Committee  
of the Board of Directors of Rosseti Centre, PJSC  
(in the form of joint presence)

11 December 2025

Moscow

No. 16/25

**Form of the meeting:** joint presence.**Time of the meeting:** 11 hours 00 minutes – 12 hours 15 minutes.**Place of the meeting:** Moscow, Malaya Ordynka St., 15, floor 6, room 611.**Total number of members of the Audit Committee:** 3 persons.**Participants of the meeting:** V.Y. Zarkhin, A.V. Morozov, S.S. Pikin.**A written vote was taken into account when determining the results:** none.**Members who neither participated nor provided questionnaires:** none.**The quorum** is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC was taken into account at drawing up of the minutes.

**Date of the minutes:** 11.12.2025.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Sergey Sergeevich Pikin.

The meeting was attended by:

- **Member of the Board of Directors of Rosseti Centre, PJSC - A.V. Shevchuk**, Executive Director of Association of Institutional Investors

- **Representatives of Rosseti Centre, PJSC:**

- K.A. Iordanidi - Deputy General Director for Economics and Finance

- R.V. Solyanin - Deputy General Director for Investment and Capital Construction

- N.V. Pechenkin - Chief Advisor

- L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

- N.V. Baranov - Head of the Property Management Department

- G.V. Bekasov - Head of the Internal Audit Department

- D.A. Karelin - Head of the Department of Sale of Services and Electricity Metering

- M.V. Kuzin - Head of the Economics Department

- Y.D. Naumova - Head of the Corporate Governance Department

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

**AGENDA:**

1. On consideration of the interim financial statements of Rosseti Centre, PJSC for January-September 2025, prepared in accordance with RAS.

2. On review of the report of the Company's internal audit unit on the implementation of the Activity Plan and the results of internal audit activities for 9 months of 2025.

3. On preliminary consideration of the Activity Plan and Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026.
4. On preliminary determination of the remuneration of the head of the internal audit unit of the Company (determination of target values of functional KPIs) for 2026.

**Item 1. On consideration of the interim financial statements of Rosseti Centre, PJSC for January-September 2025, prepared in accordance with RAS.**

**Speaker/co-speaker:** L.A. Sklyarova.

Questions were received from V.Y. Zarkhin, A.V. Morozov, S.S. Pikin.

Answers and explanations were provided by L.A. Sklyarova, K.A. Iordanidi and D.A. Karelin.

Based on the results of the reviewed materials, the members of the Audit Committee recommended that the Company's management:

- when subsequently giving presentation materials on the issue, provide information on the 10-15 largest debtors of the Company;

- when reviewing the financial statements of Rosseti Centre, PJSC for 2025, provide information on the main factors influencing the decline in revenue.

**Decision taken at the meeting:**

To take into consideration the financial statements of Rosseti Centre, PJSC for January-September 2025, prepared in accordance with RAS.

**Voting results under the decision draft, announced at the meeting:**

Sergey Sergeevich Pikin	- «FOR»
-------------------------	---------

Vitaly Yuryevich Zarkhin	- «FOR»
--------------------------	---------

Andrey Vladimirovich Morozov	- «FOR»
------------------------------	---------

**Total:**

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

**Decision is taken.**

**Item 2. On review of the report of the Company's internal audit unit on the implementation of the Activity Plan and the results of internal audit activities for 9 months of 2025.**

**Speaker/co-speaker:** G.V. Bekasov.

Questions were received from V.Y. Zarkhin, A.V. Morozov.

Answers and explanations were provided by G.V. Bekasov.

**Decision taken at the meeting:**

To take into consideration the report of the Internal Audit Department of the Company «On the implementation of the work plan and the results of internal audit activities for 9 months of 2025» (hereinafter referred to as the Report) in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company, to approve the information on the fulfillment of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 3rd quarter of 2025 as part of the Report.

**Voting results under the decision draft, announced at the meeting:**

Sergey Sergeevich Pikin	- «FOR»
-------------------------	---------

Vitaly Yuryevich Zarkhin	- «FOR»
--------------------------	---------

Andrey Vladimirovich Morozov	- «FOR»
------------------------------	---------

**Total:**

«FOR»	- «3»
-------	-------

«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

### **Item 3. On preliminary consideration of the Activity Plan and Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026.**

**Speaker/co-speaker:** G.V. Bekasov.

Questions were received from A.V. Shevchuk.

Answers and explanations were provided by G.V. Bekasov.

#### **Decision taken at the meeting:**

1. To agree upon the Activity Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2026 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To agree upon the Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.
3. To recommend that the Board of Directors of the Company take the following decision:  
*«1. To approve the Activity Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2026 in accordance with the Appendix.*  
*2. To approve the Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026 in accordance with the Appendix».*

#### **Voting results under the decision draft, announced at the meeting:**

Sergey Sergeevich Pikin	- «FOR»
Vitaly Yuryevich Zarkhin	- «FOR»
Andrey Vladimirovich Morozov	- «FOR»

#### **Total:**

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

**Decision is taken.**

### **Item 4. On preliminary determination of the remuneration of the head of the internal audit unit of the Company (determination of target values of functional KPIs) for 2026.**

**Speaker/co-speaker:** G.V. Bekasov.

Questions were received from S.S. Pikin.

Answers and explanations were provided by G.V. Bekasov.

#### **Decision taken at the meeting:**

1. To agree upon 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 # 4 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend that the Board of Directors of the Company take the following decision:  
*«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 the Appendix.*  
*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».*

#### **Voting results under the decision draft, announced at the meeting:**

Sergey Sergeevich Pikin	- «FOR»
Vitaly Yuryevich Zarkhin	- «FOR»

Andrey Vladimirovich Morozov - «FOR»

**Total:**

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

**Decision is taken.**

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 11.12.2025 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

**Appendices:**

1. The report of the Internal Audit Department of the Company «On the implementation of the work plan and the results of internal audit activities for 9 months of 2025», including the information on the fulfillment of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 3rd quarter of 2025 (Appendix # 1).
2. The Activity Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2026 (Appendix # 2).
3. The Budget of the Internal Audit Department of Rosseti Centre, PJSC for 2026 (Appendix #3).
4. The target values of the functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2026 (Appendix # 4).

**Chairperson of the Audit Committee**

**S.S. Pikin**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**