

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

«01» August 2024

Moscow

No. 37/24

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, V.Y. Zarkhin, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, S.S. Pikin, A.A. Polinov, A.V. Shevchuk.**

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

The quorum **is present.**

Date of the minutes: **01.08.2024.**

AGENDA:

1. On approval of the Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2024-2025.
2. On the formation of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.
3. On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.
4. On coordination of holding positions in management bodies of other organizations by a member of the Management Board of the Company.

Item 1. On approval of the Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2024-2025.

Decision:

To approve the Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2024-2025 in accordance with Appendix # 1 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. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. Evgeny Viktorovich Lyapunov | - «FOR» |
| 7. Igor Vladimirovich Makovskiy | - «FOR» |
| 8. Andrey Vladimirovich Morozov | - «FOR» |
| 9. Sergey Sergeevich Pikin | - «FOR» |
| 10. Alexey Alexandrovich Polinov | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.**Item 2: On the formation of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.****Decision on item 2 (put to vote):**

	M.S. Agafonov	E.V. Andreeva	M.A. Dokuchaeva	V.Y. Zarkhin	Y.A. Leshchevskaya	E.V. Lyapunov	I.V. Makovskiy	A.V. Morozov	S.S. Pikin	A.A. Polinov	A.V. Shevchuk
1. To determine the number of members of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC - 9 persons.	FOR	FOR	FOR	ABST AINE D	FOR	FOR	FOR	ABST AINE D	ABST AINE D	FOR	ABST AINE D
Decision on para.1 is taken. FOR – 7; AGAINST – 0; ABSTAINED - 4											
2. To elect the following personnel of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC ¹ :											
1. Artem Gennadiyevich Aleshin - Acting Deputy Director General for Economics and Finance of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.1 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
2. Vitaly Yuryevich Zarkhin – Independent member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.2 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
3. Madina Valeriyevna Kaloeva - Director for Corporate Governance – Head of the Corporate Governance Department of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
Decision on para.2.3 is taken. FOR – 11; AGAINST – 0; ABSTAINED - 0											
4. Palina Nikolaevna Kanyuka - Acting Deputy Chief Engineer - Head of the Department of Production Activities of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.4 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
5. Oleg Yurievich Klinkov - Customer Relations Director - Head of the Technology Development Department of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.5 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
6. Yulia Alexandrovna Leshchevskaya - Deputy Director General for Strategy of PJSC Rosseti, Member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.6 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
7. Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors, Independent member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.7 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
8. Sergey Sergeevich Pikin - Director, Energy Development Fund, Independent member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.8 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											
9. Natalia Vladimirovna Paramonova - First Deputy Head of the Department of Economics of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.2.9 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											

¹ The 9 members of the Strategy Committee who received the largest number of votes “FOR” during the voting will be considered elected.

10. Alexander Viktorovich Shevchuk - Executive Director, Association of Institutional Investors, Member of the Board of Directors of Rosseti Centre, PJSC	ABST AINE D	ABST AINE D	ABST AINE D	FOR	ABST AINE D	ABST AINE D	ABST AINE D	FOR	FOR	ABST AINE D	ABST AINE D
Decision on para.2.10 IS NOTTAKEN. FOR – 3; AGAINST – 0; ABSTAINED - 8											
11. Kirill Alexandrovich Yutkin - Deputy General Director for Economics and Finance of Rosseti Centre, PJSC	ABST AINE D	ABST AINE D	ABST AINE D	FOR	ABST AINE D	ABST AINE D	ABST AINE D	FOR	FOR	ABST AINE D	ABST AINE D
Decision on para.2.11 IS NOTTAKEN. FOR – 3; AGAINST – 0; ABSTAINED - 8											
3. To elect Artem Gennadievich Aleshin as Chairperson of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D
Decision on para.3 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1											

Decision (taken on item 2):

1. To determine the number of members of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC - 9 persons.
2. To elect the following personnel of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC:

№	Full Name	Position held
1.	Artem Gennadievich Aleshin	Acting Deputy Director General for Economics and Finance of PJSC Rosseti
2.	Vitaly Yuryevich Zarkhin	Independent member of the Board of Directors of Rosseti Centre, PJSC
3.	Madina Valerievna Kaloeva	Director for Corporate Governance – Head of the Corporate Governance Department of PJSC Rosseti
4.	Palina Nikolaevna Kanyuka	Acting Deputy Chief Engineer - Head of the Department of Production Activities of PJSC Rosseti
5.	Oleg Yurievich Klinkov	Customer Relations Director - Head of the Technology Development Department of PJSC Rosseti
6.	Yulia Alexandrovna Leshchevskaya	Deputy Director General for Strategy of PJSC Rosseti, Member of the Board of Directors of Rosseti Centre, PJSC
7.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors, Independent member of the Board of Directors of Rosseti Centre, PJSC
8.	Sergey Sergeevich Pikin	Director, Energy Development Fund, Independent member of the Board of Directors of Rosseti Centre, PJSC
9.	Natalia Vladimirovna Paramonova	First Deputy Head of the Department of Economics of PJSC Rosseti

3. To elect Artem Gennadievich Aleshin as Chairperson of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.

Item 3. On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.

Decision:

1. To terminate the powers of the member of the Management Board of the Company Artem Gennadievich Aleshin.
2. To elect Kirill Alexandrovich Yutkin - Deputy General Director for Economics and Finance of Rosseti Centre, PJSC to the Management Board of the Company.

Voting results:

1. Maxim Sergeevich Agafonov - «FOR»
2. Elena Viktorovna Andreeva - «FOR»
3. Maria Alexandrovna Dokuchaeva - «FOR»
4. Vitaly Yuryevich Zarkhin - «FOR»
5. Yulia Alexandrovna Leshchevskaya - «FOR»
6. Evgeny Viktorovich Lyapunov - «FOR»

- | | | |
|-----|--------------------------------|---------|
| 7. | Igor Vladimirovich Makovskiy | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «FOR» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexey Alexandrovich Polinov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 4. On coordination of holding positions in management bodies of other organizations by a member of the Management Board of the Company.

Decision:

To approve the combination of the position by Kirill Alexandrovich Yutkin of a member of the Management Board of Rosseti Centre and Volga region, PJSC.

Voting results:

- | | | |
|-----|----------------------------------|---------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 7. | Igor Vladimirovich Makovskiy | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «FOR» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexey Alexandrovich Polinov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Appendix: The Work Plan of the Board of Directors of Rosseti Centre, PJSC for 2024-2025 (Appendix # 1).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya