

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

«29» June 2023

Moscow

No. 31/23

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: **30.06.2023.**

AGENDA:

- 1.** On consideration of the report on execution of the Company's Business Plan following the results of 2022.
- 2.** On approval of the report on execution of the Company's Investment Program following the results of 2022.
- 3.** On consideration of the report on implementation in 2022 of the Roadmap for development of additional (non-tariff) services of Rosseti Centre, PJSC with taking into account the Concept «Digital Transformation 2030».
- 4.** 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.
- 5.** On determination of the position of Rosseti Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC "Sanatorium "Energetik".
- 6.** On approval of the Regulation on remuneration and material incentives for top managers of Rosseti Centre, PJSC.

Item 1. On consideration of the report on execution of the Company's Business Plan following the results of 2022.

Decision:

1. To take into consideration the report on execution of the Company's Business Plan for 2022 in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.
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 Appendix # 3 to this decision of the Board of Directors of the Company.
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. 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 is taken.

Item 2. On approval of the report on execution of the Company's Investment Program following the results of 2022.

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 Appendices ## 4-5 to this decision of the Board of Directors of the Company;
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. | 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 is taken.

Item 3. On consideration of the report on implementation in 2022 of the Roadmap for development of additional (non-tariff) services of Rosseti Centre, PJSC with taking into account the Concept «Digital Transformation 2030».

Decision:

To take into consideration the report on implementation in 2022 of the Roadmap for

development of additional (non-tariff) services of Rosseti Centre, PJSC with taking into account the Concept «Digital Transformation 2030» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

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|-------------------------------------|---------------|
| 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:

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

Decision is taken.

Item 4. 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 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 Appendix # 7 to this decision of the Board of Directors of the Company.
- 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 Appendix # 7 to this decision.
- To instruct General Director of the Company:
 - 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.
 - 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.
 - To ensure that the Board of Directors of the Company reports on the implementation and execution of the Plan:
 - For the first half of 2023: until 18 July 2023 (then - annually).
 - For 2023: until 18 April 2024 (then - annually).
- To recognize as invalid:
 - 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. 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:

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

Decision is taken.

Item 5. On determination of the position of Rosseti Centre, PJSC regarding the 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” «Distribution of profits (losses) of JSC “Sanatorium “Energetik” following the results of 2022» to vote «FOR» taking the following decision:

«To approve the following distribution of profits (losses) of the Company following the results of the 2022 reporting year:

| Name | (thous. RUB) |
|--|--------------|
| Retained earnings (loss) for the reporting period: | 424 699 |
| To be distributed to: | |
| Reserve fund | - |
| Profit for development | 424 699 |
| Dividends | - |
| Repayment of losses of previous years | - |

Voting results regarding item 1:

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 - «FOR»
11. Andrey Petrovich Tulba - «FOR»

Total:

| | |
|-------|-------|
| «FOR» | - «9» |
|-------|-------|

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|-------------|-------|
| «AGAINST» | - «0» |
| «ABSTAINED» | - «2» |

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” «Recommendations on the amount of dividends on the Company’s shares for 2022, the procedure for their payment and proposals to the Annual General Meeting of Shareholders to determine the date on which persons entitled to receive dividends are recorded to vote «FOR» taking the following decisions:

«To recommend that the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” take the following decision:

«Not to pay dividends on ordinary shares of the Company at the end of 2022».

Voting results regarding item 2:

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|-------------------------------------|---------------|
| 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 | - «FOR» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

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

Decision regarding item 2 is taken.

Item 6. On approval of the Regulation on remuneration and material incentives for top managers of Rosseti Centre, PJSC.

Decision:

- To approve from 29.06.2023 the Regulation on remuneration and material incentives for top managers of the Company in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.
- To approve from 29.06.2023 the list of titles, included in the category of top managers of the Company, in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
- To consider invalid from 29.06.2023 the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11), with changes, approved by the decisions of the Board of Directors of the Company on 07.09.2017 (Minutes of 08.09.2017 # 22/17) and on 30.11.2020 (Minutes of 30.11.2020 # 58/20).
- To consider invalid from 29.06.2023 the decision of the Board of Directors of the Company dated 11.04.2016 (Minutes of 11.04.2016 # 10/16) on item # 8 «On approval of the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC».

Voting results:

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|------------------------------|---------|
| 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 - «FOR»
11. Andrey Petrovich Tulba - «FOR»

Total:

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

Decision is taken.

Appendices:

1. The report on execution of the Company's Business Plan for 2022 (Appendices ##1-2).
2. The deviations of the actual indicators of the Business Plan from the planned ones (Appendix #3).
3. The report on execution of the Company's Investment Program following the results of 2022, including the report on execution of a separate order (Appendices ##4-5).
4. The report on implementation in 2022 of the Roadmap for development of additional (non-tariff) services of Rosseti Centre, PJSC with taking into account the Concept «Digital Transformation 2030» (Appendix #6).
5. 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, including a report on the implementation of the action plan for the transition to the predominant use of domestic software (Appendix #7).
6. The Regulation on remuneration and material incentives for top managers of Rosseti Centre, PJSC (Appendix # 8).
7. The list of titles, included in the category of top managers of Rosseti Centre, PJSC (Appendix # 9).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya